

FIELD OF LOST SHOES

Story by Thomas Farrell and David Kennedy

Screenplay by David Kennedy

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Reg WGA 1485169  
2513 Grenoble Rd  
Richmond, VA 23294  
(804) 756-3590

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White Locked - 5/23/13  
Blue Revised - 5/31/13

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Date: 05 June 2013  
Pink Draft

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1 EXT. VALLEY FARMLANDS BORDERED BY MOUNTAINS - AERIAL 1  
SUPERIMPOSE: BASED ON TRUE EVENTS AND CHARACTERS  
On the wings of an eagle: sweep south over the sheltered  
"breadbasket of the South", starting in the north, at the  
Potomac River...  
...fly south, up the rising terrain of the Shenandoah Valley -  
up the fertile, isolated "Valley of Virginia".  
Fields in full bloom. Green and thriving.  
Past picturesque VILLAGES, schoolhouses and churches,  
CHILDREN at play.  
...to finally reach a quaint country town, even today...  
SUPERIMPOSE: LEXINGTON, VIRGINIA

2 EXT. VIRGINIA MILITARY INSTITUTE - DAY 2  
SLOW PAN along an impressive fortress-like military building.  
The name chiseled in stone: VIRGINIA MILITARY INSTITUTE.  
CONTINUE PAN TO...  
...the parade grounds. HUNDREDS of young CADETS in crisp  
uniforms march in review. CONTINUE PAN TO... ...a graveyard.  
We CLOSE on THREE MARKERS, names that we can't quite read.  
SUPERIMPOSE over these graves: ON MAY 15, 1864, SEVEN FRIENDS  
MARCHED INTO THE BATTLE OF NEW MARKET...  
SUPERIMPOSE: FOUR CAME OUT.

3 EXT. CONFEDERATE STATE CAPITOL BUILDING 3  
SUPERIMPOSE: RICHMOND, VIRGINIA 1860  
Classic, graceful architecture. Women in hoop skirts on the  
arms of well-dressed gentlemen roam among the blossoming  
dogwood trees. CLOSE IN on an impressive mansion - the  
Governor's residence.

4 INT. GOVERNOR'S MANSION LIBRARY - EVENING 4  
In a room just inside the main entrance to the mansion.  
Under a sign reading "GOVERNOR'S COLLECTION", young JOHN  
WISE, 14, is lost in the impressive library, head buried in a  
massive book.

A prosperous-looking man looks at the time on his pocket watch with chain. Governor HENRY ALEXANDER WISE, 50s. He notes the time. Snaps the watch shut. Looks back into the library room. He sees Young John immersed in reading by lamplight. He turns, looks back, outside, to a waiting carriage. Gestures with a hand to the driver--just a minute.

The boy never looks up. The father studies his son. Then interrupts.

GOVERNOR WISE  
Reading The Englishman again?

WISE  
(not looking up)  
Mmm. Will I be shot for treason,  
father?

GOVERNOR WISE  
More than likely. Another long  
title, is it?

WISE  
(from memory)  
'The Personal History, Adventures,  
Experience and Observation of David  
Copperfield the Younger of...'

GOVERNOR WISE  
'...Blunderstone Rookery (Which He  
Never Meant To Publish On Any  
Account).'

The kid looks back. They share small smiles.

WISE  
You read it. I guess that's why  
it's here.

GOVERNOR WISE  
I suppose so.

WISE  
I preferred Twist. Better  
criminals.

GOVERNOR WISE  
Always the mark of quality  
literature. Get your coat, son,  
we're taking a ride.

WISE

I don't want to.

GOVERNOR WISE

Oh, well, in that case.

He laughs. The boy closes his book. Climbs from his comfy chair as if being led to the gallows.

5

INT. GOVERNOR'S CARRIAGE - NIGHT

5

The Governor and son John Wise ride through the streets of Richmond in an official carriage. John stares out of the carriage window, chin in hand, pouting.

GOVERNOR WISE

Something the matter?

WISE

I don't like secrets. Your secrets.

GOVERNOR WISE

They're usually lessons in life?

WISE

Exactly.

The carriage passes by fine townhomes and churches. The city is small but well-kept.

GOVERNOR WISE

Tell me about the play your mother took you to. In Philadelphia.

WISE

There were three. But you mean Uncle Tom's Cabin.

GOVERNOR WISE

Why haven't we talked about it?

WISE

I think we'd disagree. And disagreeing with you is so... disagreeable.

GOVERNOR WISE

Mmmn. Your mother said you weren't impressed by it.

WISE

I think it is all made up. By those people who don't like us.

GOVERNOR WISE

Lots of those in Philadelphia.

The carriage takes a TURN, continues. The scenery gives way to fewer residences, deserted buildings, stables. The view goes from quaint to rundown. The carriage finally pulls up to an ugly red-brick WAREHOUSE. Over the top of the end of the building is a sign reading "LUMPKIN'S JAIL" and another "AUCTION HOUSE". A RED FLAG is displayed, along with posters on the wall. A mixed-race HAWKER, 30s, paces back and forth, RINGS bell.

HAWKER

Oyez, oyez! Walk on up, gentlemen! The sale is about to begin!

WISE

A slave auction?

GOVERNOR WISE

Doubtless those people in Philadelphia wouldn't approve.

The carriage door SWINGS OPEN. John climbs down. Looks back.

WISE

You're not coming?

GOVERNOR WISE

Never known you to need help making up your own mind.

The carriage door SHUTS. John is a little startled. Why is this happening? He starts toward the brick building.

6 INT. AUCTION HOUSE - NIGHT

6

Young John Wise enters, unsure, tentative. The interior is DARK and SQUALID, SHADOWY, lit by lamps.

HAWKER

A fine lot of slaves, belonging to the estate of the late Colonel William Jasper of Amelia, sold for no fault but to settle the estate! We got all kinds: old ones, young ones, men and women, gals and boys!

CLOSE ON an African-American woman, MARY LUMPKIN, tending to the crowd of customers, handing out drinks on a platter.

HAWKER (CONT'D)

Gentlemen, what we have to offer here at Hell's Half Acre is so damn good, ol' Mr. Lumpkin even up and married one of 'em!

Eyes TURN to Mary Lumpkin. LAUGHTER breaks out among the smarmy Buyers. Anger FLASHES in Mary Lumpkin's eyes. \*

John walks forward, wide-eyed, passes groups of MALE SLAVES lined up for inspection. BUYERS move down the line and look them over like they were cattle, horses, livestock - looking into open mouths, checking teeth, handling arms and legs...

HAWKER (CONT'D)

You won't find the mark of a whip on one of them! This is the best group of dining room servants, farm hands, cooks, milkers, seamstresses, washerwomen, and a most promising group of sassy young females just ready to breed!

John sees a tearful young SLAVE GIRL, 13 or 14. He SMILES at her. She TURNS from him, revealing that she is pregnant. John's smile dissolves and he turns away... He comes upon a sale in progress. On the raised stand is a SLAVE FAMILY: mother, father, and two children. The Mother, MARTHA ANN, mid 30s, stands out front, on a separate block.

HAWKER (CONT'D)

Martha Ann, here, is the favorite of the household. Perfectly healthy, with no blemish at all.

John looks at MARTHA ANN, who trembles, eyes to the floor. He looks at the BUYERS, circled around the front of the auction block, like human vultures. Behind, her husband, ISRAEL, late 30s, and two young CHILDREN, a boy and a girl, ages 5 and 8. The children CLING to one another, frightened.

HAWKER (CONT'D)

I offer Martha Ann at a reduced price, because it is the wish of all concerned to keep them together.



The Hawker CLEARS his throat.

HAWKER (CONT'D)

Now Israel here is not what you'd call an 'able bodied man' since he broke his leg in field work. Didn't exactly mend right. But he can do all kinds of light work, and you can have him and the young'uns mighty cheap.

The Hawker POINTS to this bidder or that. No bids.

HAWKER (CONT'D)

No bids at all. Going once... going twice...

MR. ARMISTED, 75, silently raises four fingers.

HAWKER (CONT'D)

Sold! Will you take Israel and the young'uns with her, sir? No?

Martha Ann holds her breath, we CLOSE on John, as...

ARMISTED (O.S.)

Well...I'm afraid no. I'm lucky to be able to afford one as it is. I don't need no more mouths to feed than hers.

Martha Ann has tears now STREAMING down her face as she looks back to Israel and her children.

ARMISTED (CONT'D)

You'll have more children, missy. You'll see.

Martha Ann is pulled from the block. The family SHRIEKS, then STRUGGLES to break out of fetters and reach their mother. Visibly shaken, John turns away, walks slowly, then more QUICKLY out of the building, past the other slaves, past the young PREGNANT GIRL, finally breaks into a TROT. SMASH TO...

7

EXT. VMI QUAD - DAY

7

An older John Wise, jogging. CLOSE ON his face, as he passes other CADETS, criss-crossing the green quadrangle, going between classes, military exercises. \*

An impressive fortress-like military building. \*

SUPER: VIRGINIA MILITARY INSTITUTE - FOUR YEARS LATER

Wise runs by two senior cadets, cleaning a musket.

\*

SAM

\*

Whoa! Johnny Wise! Always in a  
hurry.

\*

\*

Attention back on ROBERT (SIR RAT), 14, a baby-faced newcomer, DRAGS a heavy STEAMER TRUNK across the courtyard. Two senior Cadets, clean a musket but watching the boy: SAM ATWILL, 17, athletic, blond and blue-eyed with a mischievous smile. Something hints that he is a cynic, a rebel, a man apart. His companion is BENJAMIN 'DUCK' COLONNA, 17, short and square, easy-going. \*

DUCK

Think he'll do? He's a rabbit, a mouse.

SAM

Perfect. It's like he's shipped from heaven. Round up the boys.

Duck takes off. Sam ambles over to the kid. With a charming smile, he gently pulls the trunk from the boy's hand.

SAM (CONT'D)

Good morning, young sir! Let me give you a hand to the barracks.

The kid just stares. Star-struck.

SIR RAT

But sir. You're an upperclassman.

SAM

(laughs)

This is true. But one day, you'll be magnificent yourself, and somehow repay my kindness.

The kid is dazzled. Doesn't realize he's being teased. Sam holds out his hand.

SAM (CONT'D)

I'm Sam, sonny. Let's show you the ropes.

LONG ANGLE. The boy shaking Sam's hand. Sam dragging the trunk toward the barracks.

8

INT. VMI BARRACKS - DAY

8

As Sam and the kid enter a dormitory, they see three cadets polishing their boots, brass, cleaning weapons.

\*

SAM

Well, imagine this, a welcoming committee. Robert, meet some of the boys. This here is Duck...

Duck steps up with a grin. Shakes the kid's hand.

DUCK

Let's get you unpacked.

\*

Duck begins to OPEN the boy's trunk. But as Robert starts to object...

SAM

Now this is Jack Stanard. A real soldier and a hard man, indeed. If you want to grow up a man, pay attention to Jack and not to me.

\*

JACK STANARD, 17, is chiseled from stone. A natural leader in the establishment mode who clearly only tolerates Sam and Wise. Jack nods to the kid.

\*

\*

JACK

If you're looking for an easy ride, you've come to the wrong place.

Meanwhile, Duck is unpacking.

SAM

This handsome creature is our resident Jew. His name is actually Moses, and he's an artist. He's got the best heart of the bunch, so if you ever need to cry on somebody's shoulder...

MOSES EZEKIEL, 17, slender and tall and darkly handsome. There is a kindness in his eyes, a gentleness in the voice. He is somewhat distracted. As he sketches with a piece of charcoal onto a piece of rough paper...

MOSES

We'll start with my telling you all  
about Sammy here. So you can  
protect yourself.

Sam peeks over Moses' shoulder. Eyebrows lift as he admires. \*  
Moses tilts the paper away, hiding it. \*

SAM

Can you do one of them...but  
without the clothes?

Sam laughs. But suddenly...

DUCK

Uh-oh. What have we here?

Everyone looks over. Duck begins to pull from the trunk a  
loaf of bread, a string of sausage.

SIR RAT

Wha...what's that?

SAM

Um. Looks like food to me, son.  
Anyone tell you there's a war going  
on? Concealed foodstuffs are  
contraband.

DUCK

Clear violation of Institute  
regulations. Immediate dismissal.

SAM

Might even be criminal. Oh, Bobby,  
how could you?  
(to Jack)  
Cadet Stanard. Could you please  
fetch the Officer of the Day?

Jack isn't crazy about going along with all this, but he  
rises slowly, ambles out. Moses just watches in silence.

SIR RAT

I don't know how it got in there.

Jack returns with beanpole-tall GARLAND JEFFERSON, 17, blond \*  
curls, an aristocratic bearing, an elegant uniform.

SAM

Garland, we have a situation here.  
Contraband has been found in this  
child's trunk. He denies knowledge  
of it.

SIR RAT

Perhaps my family...

GARLAND holds a stiff hand for SILENCE. Nods thoughtfully.  
His cold gray eyes pierce poor Robert.

SAM

(to Robert)

This is Cadet Jefferson, Officer of  
the Day, whose jurisdiction covers  
this matter. And since his family  
are direct descendants of Thomas  
Jefferson and own the eighth  
largest plantation in...

GARLAND

Hush, Atwill.

Everyone falls silent. Robert is terrified.

GARLAND (CONT'D)

If I take charge, this goes to the  
faculty and it ends horribly for  
the boy.

SIR RAT

Oh, please sir...

SAM

(to Garland)

Could we have Duck fetch John Wise?  
And handle this within the  
barracks?

Garland pretends to be uncertain. Sam nods to Duck. Run! Go!  
And Duck dashes off.

JOHN WISE now enters the barracks, leader of this disparate band, respected and followed by all except JACK. There is bad blood somewhere between those two. \*

SAM (CONT'D)

Bobby, this is John Wise. Our unofficial Chief Magistrate. His father was once Governor of this commonwealth, so he's as close to being an aristocrat as you could find in a democracy.

Wise ignores this. Steps directly to Robert.

WISE

Son. Look in my eyes. Tell me the truth as if your very life depended on it. Did you do this?

SIR RAT

(tears welling)

No, sir. I swear on my father's soul.

WISE

(to Garland)

I believe this child. I ask that we be allowed to settle this here.

Garland thinks. Nods.

WISE (CONT'D)

You understand, son, if this comes out; it would be bad for Cadet Jefferson. Therefore, there must be evidence of punishment. Will you submit to a caning?

Robert is scared. But this is his only chance at salvation.

SIR RAT

Yes, sir. And thank you for being so...merciful.

Garland goes to the wall locker. He pulls out a massive CANE, cracks it once. Duck motions to Robert. \*

DUCK

Take your shirt off.

Terrified, but knowing there is no way out, Robert begins to unbutton as Garland continues CRACKING the fearful cane. Robert finishes with his buttons, slips the shirt off. His eyes are wide and glassy. Wise steps to him. Takes the shirt. Waves to Garland, who lets the cane hand fall to his side. He gestures to the boy to sit on that bunk over there. Robert does. Wise comes to him, crouches before him. \*

WISE

First year cadets are known as rats. You are a rat, but you are a special rat. Do you understand? You are my rat. And under my protection. And the protection of all here.

Robert's eyes are spinning. What is happening?

WISE (CONT'D)

Are you with us, Robert?

SIR RAT

Oh, yes. Oh yes, sir.

WISE

I want you always to remember the horrible injustice that you thought was going to befall you here. Of one human using his authority over another without decency or conscience... \*

SIR RAT

(blurts out)

Like some people treat their slaves?

Silence. Robert is afraid he's said just the wrong thing. \*

WISE

The way senior officers sometimes abuse younger ones.

(MORE)



WISE (CONT'D)

And of the need to instill a code  
of honor that transcends the  
temptations of power.

Wise puts his hand on Robert's shoulder.

WISE (CONT'D)

You are hereby raised above the  
level of the common rat. And shall  
be known in this company as Sir  
Rat.

The newly christened SIR RAT swells with pride.

SAM

Now put your shirt on, son. Before  
we're tempted to choose a healthier  
specimen.

He pokes at Sir Rat's abdomen, and we get a CLOSE SHOT of Sir  
Rat's exposed ribs.

WISE

You hungry?

SIR RAT

Oh, yes, sir! Food's getting  
scarce back east.

WISE

Well, we got us a secret source.  
You ready for a little "midnight  
requisition"?

Sir Rat is PUZZLED.

SIR RAT

What?

SAM

Never mind. It's a tradition.

JACK

Count me out of your shenanigans.

WISE

(ignoring him)

And traditions must be upheld,  
mustn't they?

The new cadet nods in agreement.

WISE (CONT'D)

Think of it as...training. Let's go.

9 EXT. VMI BAKERY - NIGHT

9

Under glowing LAMPLIGHT, the inside of a BAKERY. With a brick oven, platters, and a table with LOAVES of bread. PULL BACK to see...our cadets. Wise gently turns the handle of the back door, pushes one inch at a time. CREAKS. Moses PULLS UP the bottom of the door. CREAKING STOPS. The Cadets creep into...

\*  
\*

10 INT. VMI BAKERY - NIGHT

10

Wise at the table, the steaming loaves of bread. He reaches up... SLAM! The door CRASHES shut behind them. Sir Rat JUMPS into Wise's arms. All heads SNAP around... Blocking the door is a MASSIVE Black Man, ANDERSON DANDRIDGE, aka "Old Judge", 50s, the Institute's head cook and baker. He holds a menacing MEAT CLEAVER. In his other hand, a LAMP.

OLD JUDGE

That you, John Wise?

WISE

Well now. Evenin', Judge.

SLAM! The meat cleaver SLAMS down onto a wooden table top. Sir Rat's eyes are HUGE.

SAM

No need to be afraid of Old Judge, boy. He's just a slave.

OLD JUDGE

Just a slave, Mr. Atwill? I may be property of the Institute...but I have the ear of the Superintendent and the full trust and confidence of the Commandant. And I am the master of this bakery.

MOSES

You also have a cleaver.

OLD JUDGE

This establishment is off limits. Just coming in here gets you five demerits.

WISE

Oh, Judge. We are powerful afraid  
of those demerits.

Old Judge knows the teasing is friendly. He fights to retain  
his scowl.

OLD JUDGE

Nothing worse in a time of conflict  
than a thief of food.

WISE

(murmurs to Sir Rat)  
Tell him why we're here, son.

SIR RAT

We're real hungry. Mr. Judge. And  
those loaves smell awful good.  
(beat)  
I'm new, just today, but Mr. Wise  
tells me the bread is the best part  
of this school.

Does the compliment get to Old Judge?

WISE

Sir Rat. Lift up your shirt. Show  
the judge what you showed me.

He does so, exposing his ribs and sunken belly.

OLD JUDGE

Go get yourself one of those  
loaves, son. I suspect I can spare  
three. Four.

The boys move forward, tearing off pieces of the steaming  
bread. All but one.

WISE

I'm not here for a handout, Judge.  
I'm here to negotiate a business  
arrangement.

OLD JUDGE

With a slave?

WISE

With the master of this bakery.

A held look. The old man nods.

WISE (CONT'D)

You've seen the best of us on the shooting range.

OLD JUDGE

Jewish boy is the best. Then you. The fast-talker is pretty fair...

WISE

We'll bring in some squirrel, rabbit, possum. Harvest a fugitive chicken or two...

OLD JUDGE

(finally smiles)

Runaway slave chicken? Wring his damn neck.

WISE

Your people share the meat. In return, we liberate some bread. This cadet, also known as Sir Rat, will organize the transportation of cargo. He is small. No one will suspect him.

Hmmn.

OLD JUDGE

And when you children get caught? Who does your Sir Rat turn on then? It's just the terms of this arrangement is a little more serious for some parties than for others.

WISE

When it comes crashing down, it will not fall on you.

The look holds.

WISE (CONT'D)

You have my word.

11 EXT. VMI PARADE GROUND - DAY

11

On the dais of the sweeping green PARADE GROUND, Superintendent COLONEL FRANCIS H. SMITH (50), known as OLD SPEX, stands with other uniformed FACULTY and STAFF.

\*

Cadet leader Jack Stanard steps forward, SOUNDS OFF and SALUTES the Superintendent with his sword.

JACK  
Superintendent Smith! The  
Battalion is formed and ready. All  
Cadets are present or accounted  
for, sir!

\*  
\*  
\*  
\*

IN THE RANKS, CLOSE ON an exhausted SIR RAT STRUGGLES to hold the heavy Austrian musket vertical on his shoulder. His eyes ROLL BACK, he starts to COLLAPSE. His musket SLIPS from his hand and SLAMS DOWN onto the top of his foot. SMASH!

Sir Rat's eyes BULGE HUGE and his mouth opens to SCREAM, but the SCREAM is STIFLED by Sam's hand from behind. Duck's hand GRABS the musket before it can fall forward. Sam gently lays Sir Rat on the grass, out cold. Sam and Duck look around. Sam nods toward a RESIDENCE at the edge of the parade ground.

12 EXT. GILHAM RESIDENCE PORCH - DAY

12

Duck waits with the passed-out Sir Rat. Sam KNOCKS on the door, which is OPENED by...

...LIBBY CLINEDINST, 17, a breathtaking brunette with deep brown eyes. Sam just blinks to see such a surpassingly beautiful girl staring at him with open and comfortable expression.

LIBBY  
May we help you?

Sam turns to look at the unconscious boy lying at Duck's feet.

LIBBY (CONT'D)  
Is he dead?

SAM  
Well, what kind of a thing is that  
to say?

She gives him a flat look, and leaves. Great. Now he's insulted the most exquisite creature he'll ever meet. Her MOTHER appears in her place.

MRS. CLINEDINST  
Oh my goodness. He's not dead, is  
he?

SAM

No, ma'am. Notwithstanding what  
that girl decided to the contrary.

MRS. CLINEDINST motions for the boys to bring Sir Rat inside.

MRS. CLINEDINST

Well, young man, that girl is my  
daughter. We are not from these  
parts, my daughter has never seen a  
Cadet before, and she would have no  
idea what is normal or not normal  
around here. And all she 'decided'  
was that there was an  
intellectually impaired Cadet at my  
door. With, perhaps, a drunken  
colleague.

13

INT. GILHAM RESIDENCE - DAY

13

Mother and daughter set upon Sir Rat. Libby brings a basin of  
water and tenderly wipes Sir Rat's brow, then RUBS his hands  
between hers. While Mrs. Clinedinst feeds Duck a snack, Sam  
has his moment alone with nurse and patient.

SAM

You're... not from around here?

LIBBY

I should say not. My aunt lives  
here. We live in New Market. You  
know, north of here. Where Jackson  
fought.

\*  
\*  
\*  
\*

Sam is getting nowhere.

SAM

What's my friend eating?

LIBBY

It's called a sandwich.

She never looks up at him.

SAM

Is *that* from around here?

LIBBY

(still working)  
It's from England.  
(MORE)

LIBBY (CONT'D)

You are aware that we're not at war  
with them any longer?

He has no comeback. She still never looks at him.

LIBBY (CONT'D)  
So is this the best you can do?

Best?

LIBBY (CONT'D)  
At conversation.

Sam is so flummoxed, he just leaves.

LIBBY (CONT'D)  
Pleasure chatting with you.

14 EXT. WHITE HOUSE - NIGHT 14

Union SOLDIERS stand guard. A commercial carriage pulls up.  
Out steps GRANT and his AIDES.

15 INT. WHITE HOUSE OVAL OFFICE - NIGHT 15

SUPERIMPOSE: THE WHITE HOUSE, WASHINGTON, DC 1864

President Lincoln confers with Secretary of State SEWARD.  
Lincoln seems exhausted. His deeply lined face gazes out the  
window at Grant's arrival.

LINCOLN  
Tell me this one is different.

SEWARD  
We... think so. He's not afraid to  
take action. That's a welcome  
change from your other generals.

Lincoln isn't so sure.

LINCOLN  
Some call Grant a butcher.

SEWARD  
Well, sir, that may be precisely  
what we need.

16 INT. WHITE HOUSE SITTING ROOM - LATER 16

Grant shown into a room where Lincoln sits reading under a  
cut glass lamp. He rises.



LINCOLN

General. Congratulations on your victory. And your promotion.

No response.

LINCOLN (CONT'D)

They say you are the General the nation has been praying for. They also say you fight like a savage.

GRANT

I would agree with both.

Searches Lincoln's eyes for resistance. Finds none.

GRANT (CONT'D)

War is not opera, not theater, it is for winning. Winning ends the death. Ends the destruction. Starts the healing.

LINCOLN

And to win, brutality is required?

GRANT

Each game has its rules, Mr. President. Do we play at chess? Or war?

LINCOLN

If I were to name you General-In-Chief...?

GRANT

(calmly)

I will strike our enemy at all places and at all times. I will take away his crops, his animals, the food he has stored, his railroads, his factories, his transportation, his shelter, his fuel, his clothing, his gunpowder, his salt, his steel, his armaments...and I will take from him the flower of his youth.

Grant glances at the photo of Lincoln's deceased son.

GRANT (CONT'D)

I will destroy everything my enemy  
loves, and anything else that may  
give him the means or the hope to  
prevail.

The look holds between them. Straight and unblinking.

GRANT (CONT'D)

Do you see me as a monster, Mr.  
President?

A beat.

LINCOLN

I see you as a true General. And  
perhaps in this particular war, the  
two are one and the same.

17      OMITTED

17      \*

LEE

And you have another son. A cadet  
at the Virginia Military Institute?

GOVERNOR

Yes, General. His name is John.

\*

18 EXT. DIRT ROAD - LATE AFTERNOON

18

On the side of the mountain, two Confederate CAVALRY OFFICERS  
lean forward in the saddle, up a narrow mountain roadway.

One is General JOHN C. BRECKINRIDGE, former Vice President  
under James Buchanan, a long-haired, handsome gentleman. With  
him, his AIDE, MAJOR CHARLES SEMPLE.

19 EXT. MOUNTAIN TRAILS - DAY

19

Breckinridge, Semple, and a Confederate PARTISAN LEADER break  
out into the open, at the Mountain Peak, to reveal a truly  
breathtaking, COMMANDING VIEW. Looking North. Two VALLEYS,  
two RIVERS, VILLAGES and TOWNS on either side.

\*

BRECKINRIDGE

The only way back across the Blue  
Ridge and into General Lee's flank  
is way down there...

Breckinridge looks back SOUTH, over his shoulder.

BRECKINRIDGE (CONT'D)

...at the New Market gap.

A moment of silence.

BRECKINRIDGE (CONT'D)

So that is where Grant will send  
them.

SEMPLE

Sir, General Lee does not believe  
an attack will come this Spring.

BRECKINRIDGE

Then General Lee is dead wrong. The  
Federals will come. And soon.

It is a moment of grim silence. Breckinridge looks North.

BRECKINRIDGE (CONT'D)

Inform the brigade commanders to concentrate the Army and move at best speed towards New Market. I need everything they've got.

(looks to Semple)

Now!

SEMPLE

Sir. You're asking me to tell command that General Lee ... is wrong.

BRECKINRIDGE

Thank God, you've been listening. I won't have to repeat myself.

Still staring out.

BRECKINRIDGE (CONT'D)

If I were a wolf and Lee were a lamb, New Market Gap would be his throat. The wolf will come.

\*

He looks over at his aide. Semple is frightened at the thought of contradicting Lee.

\*

\*

BRECKINRIDGE (CONT'D)

Charlie, just tell General Lee that I drugged you and put a pistol to your head.

\*

\*

\*

\*

20 EXT./INT. VMI BAKERY - DAY 20

Moses lugs a heavy musket over his shoulder. Tucked into his belt is a folder paper and a sketching charcoal. Moses holds a bundle of small game - a few squirrels, two rabbits. The DOOR OPENS. Old Judge checks out Moses quickly, is CONCERNED, ushers him into the bakery and quickly CLOSES the door.

OLD JUDGE

We got our delivery, son. Johnny's rat-boys.

MOSES

I know. This is from me. This is extra.

The old man studies him.

(  
OLD JUDGE  
One slave to another?

MOSES

Not exactly. I just thought...

His dark eyes soft and steady. Unblinking.

\*

MOSES (CONT'D)

You'd know some families could use these.

OLD JUDGE

Course I do. And this ain't about your people and the Pharaoh? And feeling something these other boys can't feel?

Old Judge notices the paper in his belt.

OLD JUDGE (CONT'D)

What you got there?

MOSES

Oh. Nothing.

OLD JUDGE

You let me be the judge of that.

Old Judge has his hand out. Insists.

Moses hands over sheathe of papers. Old Judge looks through them. Charcoal on paper. Studies of figures. A rabbit. A squirrel. The next one is a surprise...

OLD JUDGE (CONT'D)

Well, my, my. Look at this.

It is a young girl. A young slave girl, working in the fields. The detail is exquisite. Old Judge studies the drawing for a long moment, fighting back emotion.

Moses is ready to leave. Old Judge looks up.

OLD JUDGE (CONT'D)

Well then. (points to the game)  
I thank you for these. There are some children who won't be hungry tonight.

Old Judge hands Moses the sketches, carefully.

OLD JUDGE (CONT'D)

Now who is this?

\*  
\*

Moses takes the drawing back.

\*

MOSES

A child who will.

\*  
\*

21 INT. VMI QUAD - DAY

21

Wise HURRIES up the stairs of the building past a sign reading "SUTLER" and another "CADET STORE", with an arrow pointing up, only to confront a LONG LINE of Cadets already in line. He puts his hand to head, frustrated.

WISE

(craning, looking around  
to the front)

Damn!

From the front of the line, a SHOUT, a cry of PAIN...

SIR RAT

Oowwww!

Behind Sir Rat, Upperclassman Jack Stanard PUNCHES Sir Rat in the ribs.

JACK

I said, get behind!

SIR RAT

No. I was here first, sir.

Jack savagely jabs Sir Rat again. Sir Rat falls out of line with a YELP. Wise runs up. Sir Rat is rolling in pain.

WISE

What is all this about? This is my  
Rat. Hands off.

Jack turns SLOWLY, looks at Wise with SAVAGE EYES.

JACK

Butt out. If you know what's good  
for you.

WISE

You have no right to push a cadet  
out of your way.

JACK

He's just a Rat. Don't pretend to  
tell me what to do. Wasn't it your  
father (mocking) the GOVERNOR, who  
opposed secession? The old fool!

Wise connects to Jack's eye with a hard right cross, then  
PINS Jack's head under his arm, and administers WHACK WHACK  
WHACK to his head.

From a floor below, a voice BOOMS OUT.

VOICE

Up there! Stand fast! You are all  
under arrest!

Sir Rat crawls between the two fighters and desperately  
wedges himself between Wise and Jack. Other Cadets pull the  
two fighters apart and everyone scatters.

22

EXT. GRANT'S FIELD HEADQUARTERS - DAY

22

Inside a huge military tent. Blue uniforms. MUD on boots.  
General Grant, rumpled, stands in front of an expansive table  
covered with maps. Smokes a cigar. Studies the layout, as  
AIDES follow his every gesture. Grant SLAPS a pointer on the  
map, motions up, sideways, down.

GRANT

We hit him from all sides. Alabama,  
Tennessee, Virginia. But we break  
his back in Virginia. General  
Dupont, you are decisively engaged  
against Lee's Army on this side of  
the Blue Ridge mountains.

Nearby, CAPTAIN DUPONT, a bright young Union Army artillery  
officer, takes it all in. Grant motions young Dupont  
forward.

\*  
\*  
\*

GRANT (CONT'D)

Look here. Shenandoah is Lee's  
breadbasket. An army cannot fight  
without food.

\*

He smiles.



GRANT (CONT'D)

And the railway at Staunton is his  
delivery wagon. (beat) We take them  
both.

\*  
\*  
\*

Grant steps back, admires his work. \*

DUPONT

I can't imagine he'll give up  
either without a fight. \*

Grant SMILES. Looks down on the FIGURES of TROOPS on the map.  
Nods. \*

GRANT

So. General Sigel will assemble a  
force numbering over 9,000 men and  
28 guns. Against these 9,000, the  
Confederates will have fewer than  
1500 cavalry and militia. \*

Grant considers, notes the irony, enjoying the moment.

GRANT (CONT'D)

This campaign will be quite a  
family affair. Did you know,  
General Meade's nephew is a Cadet  
at the military school in  
Lexington. And the former governor  
of Virginia is his brother-in-law? \*

DUPONT

It is ironic, General. \*

GRANT

Or, that our First Lady, Mary Todd  
Lincoln, is a cousin of the very  
rebel general we are facing in the  
valley? John C. Breckinridge. \*

Takes a LIGHT on his cigar from an Aide. Back to business.

GRANT (CONT'D)

You are wondering why you are here. \*

DUPONT

Well, as a matter of fact... \*

GRANT

Franz Sigel is a politician, not a  
soldier. Even though all he has to  
do is get to the railroad...I'm  
taking no chances. I'm attaching  
you and your guns along with a  
regiment of Ohio boys. Just in  
case. \*

Nods to himself. Satisfied.

\*

GRANT (CONT'D)  
It's a turning point. When we break  
through, we'll have General Lee in  
a vise, between my forces, and  
Sherman.

\*

\*

He takes a long pull on the cigar. Examines a telegram. Taps  
it with pleasure.

GRANT (CONT'D)  
I hear that Sherman thinks he can  
take Atlanta.

\*

Grant smiles.

\*

GRANT (CONT'D)  
Now there's a man with ambition.  
He'll burn it to the ground.

Grant DROPS his match into the grass, which catches FIRE. He  
watches it burn, then STOMPS it out.

23 INT. CONFEDERATE GENERAL BRECKINRIDGE'S FIELD TENT - DAY 23

Semple enters to see Breckinridge reading a letter and  
smiling fondly. Semple pauses to watch.

SEMPLE  
Your daily briefing from Mary?

BRECKINRIDGE  
Ever since she turned ten, that  
girl won't let me run the war  
without her.

SEMPLE  
Well, then. What would your  
daughter say about the New Market  
Gap?

BRECKINRIDGE (SQUINTS)  
Let's see. Well. So. Grant has a  
big problem.

(MORE)

BRECKINRIDGE (SQUINTS) (CONT'D)  
The only sizable force he has  
available to throw at us belongs to  
Franz Sigel.

SEMPLE  
They outnumber us two or three to  
one.

BRECKINRIDGE  
Mary would tell me that Grant knows  
what an idiot Sigel is, so he'll  
send a real soldier along to help  
him.

He folds the letter.

BRECKINRIDGE (CONT'D)  
But then, Sigel will almost  
certainly take offense and resist  
the help.

SEMPLE  
(trying to follow)  
So then, at New Market...

BRECKINRIDGE  
We break Grant's back and win the  
war. Unless, of course, the troops  
I requested fail to get here in  
time.

He shrugs.

BRECKINRIDGE (CONT'D)  
In which case, we lose the war.  
It's my fault. It's your fault.  
And from the Union gallows beside  
yours, I will probably remark that  
I told you so.

His smile is easy. The eyes are steel.

SEMPLE  
I'll just go. Check. On those...

BRECKINRIDGE  
...reinforcements? What's your  
rush?

24

INT. UNION GENERAL SIGEL'S HEADQUARTERS - NIGHT

24

In contrast with the sparsity of Grant's HQ, a drawing room in a commandeered house. Opulent furniture and decorations. On a table, ornate, colored maps. The room is filled with well-dressed STAFF OFFICERS in Union blue uniforms. General FRANZ SIGEL, a martinet in meticulous dress uniform, speaks in a mixed dialect, but mostly GERMAN. He is approached by CAPT. DuPONT, the officer sent by Grant.

DUPONT

General Sigel, my respects. I have the honor to provide artillery support for your advance.

SIGEL

Welcome, dear Captain. You have been sent by General Grant to spy on us, yes?

DUPONT

I wish only to provide the best possible support for your command, sir. Do we have maps of the route? Any intelligence of the enemy dispositions and intentions?

Sigel stares for a full moment.

SIGEL

General Grant is your patron. Let him provide whatever you need.

Turns his back.

SIGEL (CONT'D)

Thank you, Captain. That will be all.

He rejoins his aides at the maps.

DUPONT

No, General. Thank you.

He turns his back. Walks out. Sigel is not amused.

25

EXT. GILHAM RESIDENCE - EVENING

25

In the growing dark, Sam stands outside the Gilham home. At last, the door opens. A young woman with a lantern.

LIBBY

Do you need to come in?

SAM

Better not. Given my recent problems with conversation.

She smiles. And he knows he has a chance.

LIBBY

A wise boy. Shall I bring you something?

SAM

A conversation would be nice.

We watch her decide. She turns away, places her hand on the knob, and CLOSES the door. She walks unhurriedly down the porch steps, but he doesn't move. So she comes to him. Holds up the lantern.

LIBBY

Are you counting on an uncontrollable attraction to the uniform?

SAM

Wouldn't help. You'd find out soon enough I'm not much of a soldier.

And she smiles again. A little twist at the corner of her mouth. His honesty is daring and she likes it.

SAM (CONT'D)

I didn't think I believed in anything enough to fight for it...

Sam takes a breath.

SAM (CONT'D)

Until tonight.

Oh my goodness. The girl smiles a tight smile.

LIBBY

And what is it, Mister...?

SAM

Sam. Mr. Sam.

LIBBY

What is it you believe in...  
tonight?

He walks in silence. And without warning...

SAM

Tonight... I believe in something  
more than sudden, superficial  
attraction...

And looks to her eyes.

SAM (CONT'D)

I believe in love at first sight.

A breathless moment. Her eyes flicker.

26 EXT. VMI BAKERY - NIGHT

26

Sir Rat approaches, with a bounce in his step. In his little  
hands are several RABBITS. Game for Old Judge.

He approaches the building when CRASH. Noise from within.  
Shattered pottery. MEN SHOUTING, tearing of cloth.

Sir Rat FLINCHES, ducks, plasters himself against the wall,  
HIDING. More SHOUTING, then the sound of WHIPS meeting flesh  
and GRUNTS of agony. Sir Rat pulls himself up to a window and  
peers inside. His eyes grow HUGE at what he sees. \*

27 INT. VMI CLASSROOM / CHAPEL - NIGHT

27 \*

Wise, Duck, Moses, studying, books in front. Sir Rat RACES  
in, out of breath. Straight up to Wise. \*

SIR RAT

It's Old Judge, sir. I went to the  
bakery. To make our delivery. And  
the soldiers were all in there with  
him... \*

MOSES

Dear God.

SIR RAT

And he saw me. Through the glass.  
They were hitting him. Oh God oh  
God. He waved at me to run away.  
So I did.

A held look.

WISE

Do you know where they took him?

SIR RAT

To the faculty Captain. The one  
called Chinook.

Moses is putting on his jacket. Wise shakes his head.

WISE

Get Jefferson.

28 INT. VMI STOCKADE - NIGHT

28

Old Judge sits on the earthen floor of a tiny, dark cell. He  
is haggard, and though stoic, has aged a decade. The cell  
door OPENS...

...Wise, Moses and Sir Rat enter past a formally attired \*  
CADET GUARD, who we notice is Jack Stanard, face bruised... \*

John sits on the earth, just facing Old Judge. There's no \*  
room for the other two, so they lean back -- Moses against a  
wall, Sir Rat against the metal bars.

WISE

Was it very bad?

Judge SHRUGS. Wise looks as though he is being whipped  
himself.

OLD JUDGE

Ain't gonna be nothin' compared to  
the hangin'.

SIR RAT

That's crazy! They need the Judge.  
Everyone loves him.

The old man looks at the boy.



OLD JUDGE

They can't need a slave, son. They  
can't.

MOSES

But they can forgive one.

Old Judge smiles bitterly.

OLD JUDGE

Oh, yeah. Capt. Chinook just  
dripping with the honey of  
forgiveness. Positively scriptural  
he gonna be...

There's a rude BANGING at the bars. The CADET GUARD, Jack, \*  
bangs again and motions "time to go" with a sharp head snap. \*

Wise gets to his feet. The door opens.

MOSES

I'll stay.

Eye contact between the two boys. Okay.

OLD JUDGE

Johnny.

Wise turns.

OLD JUDGE (CONT'D)

Weren't your fault. Hungry got fed.

WISE

I promised.

The old man smiles.

OLD JUDGE

Usual it's the other way 'round.  
Old men make the promises the young  
ones have to pay on.

Yes?

OLD JUDGE (CONT'D)

That's war, ain't it?

Wise has tears in his eyes.

WISE

I'm comin' back for you, Judge.

29 EXT. VIRGINIA MILITARY INSTITUTE (ESTABLISHING) 29 \*  
30 INT. CHINOOK'S OFFICE - NIGHT 30

CAPT. CHINOOK sits behind his oaken desk. He looks more like an academic than a soldier, despite the uniform. Round spectacles. Eyes that are not unkind.

CHINOOK  
You don't favor hanging Old Judge,  
hmmn?

He is speaking to Cadet Wise, who is flanked by Garland and Jack. Sir Rat back toward the door.

WISE  
He fed people who were starving.

CHINOOK  
Hanging is the consequence when a  
slave steals food.

WISE  
But he didn't steal it. I did.

Chinook's eyebrows JUMP.

GARLAND  
No, Captain, it was I.

SIR RAT (PIPES UP)  
I did it, sir.

Chinook's eyes flicker. We can't know his reaction.

WISE  
And I bring the confession of Moses  
Ezekiel, so it's to be five gallows  
then. Shall I organize a detail to  
assist the hangman?

CHINOOK  
You know very well you won't be  
hanged. But are you so willing to  
end your careers?

WISE  
Who would offer a career to five  
dishonorable men?  
(MORE)

WISE (CONT'D)

And what satisfaction could such a life bring?

CHINOOK

You, too, Colonna? Jefferson?

\*

DUCK

Honor is honor, Sir. It is the most precious quality in our profession.

GARLAND

Above obedience. Above courage.  
Above all.

Chinook is losing this battle.

WISE

All for one, sir.

SIR RAT

See, that's the honor thing. Sir.

Chinook's first smile. Can't help himself.

CHINOOK

Get out of my sight. And don't be late for morning classes.

31 INT. CONFEDERATE GENERAL BRECKINRIDGE'S FIELD TENT

31

Semple enters the tent. Breckinridge, poring over maps, looks up. He's been waiting for this. Semple shakes his head. Breckinridge can't believe it.

SEMPLE

Still no trains.

Silence. Frustration.

BRECKINRIDGE

So Echols and Wharton are joining us on foot.

SEMPLE

Still 36 mules for Echols, 60 for Wharton. Sigel will...

BRECKINRIDGE

He'll beat us to the Gap.

SEMPLE

There is still... the one solution.

Breckinridge is already shaking his head.

BRECKINRIDGE

The schoolboys.

SEMPLE

Cadets. Just in reserve.

BRECKINRIDGE

And what would they be 'in reserve' for, Charlie?

Semple stands there and takes it. Holding back.

BRECKINRIDGE (CONT'D)

I have placed the cadets 'in reserve' to fight if needed, and if we find ourselves in the very worst of circumstances... Are you listening?

Semple steps up, holding back, puts a SHAKING hand onto a table.

SEMPLE

(slowly)

Yes, they are young. And yes, you have told me on six occasions these last four days that under no circumstances will you permit them near the Gap.

A long look.

SEMPLE (CONT'D)

But yet, here we are, sir, in precisely the circumstances we feared.

32	EXT. VMI QUAD - EVENING	32	
	Moses and Jack run across the quad.		*
33	INT. VMI CHAPEL - MOMENTS LATER	33	*
	Duck seated in the chapel. His hands clenched together.		*

Eyes locked on them in a glassy, uncomprehending stare. Sam sits, unnoticed, at his feet. Moses and Jack enter. Sam and Wise share a look. Whatever this is, it's bad.

WISE  
(softly)  
The Yankees burned his home.

Duck begins to cry. He looks to Sam to tell them.

DUCK  
The mill's gone. Everything's gone.

Sam looks to John Wise.

SAM  
His sister, Margaret. And his baby brother?

WISE  
No one knows.

Wise's arms go around Duck. He holds him. Jack makes his point.

JACK  
That's Grant, Johnny. That's who he is.

DUCK  
Take me. Where I can get revenge.

34 EXT. VIRGINIA MILITARY INSTITUTE - EVENING

34

HOOFBEATS CLATTERING ON PAVEMENT. A UNIFORMED RIDER, Charlie Semple, hurriedly DISMOUNTS. He is met by an armed sentry.

SEMPL  
(urgent)  
Take me to the Superintendent

35 INT. CHINOOK'S OFFICE - NIGHT

35

Staff Captain Chinook and another officer stand in front of Superintendent Smith's bed. "Old Spex" is sick, HACKING with a cough. Captain Chinook and another officer enter as Semple finishes his brief of Old Spex.

SEMPLE

We do not expect General Sigel's forces to proceed south through the valley at best speed, but if they do...

OLD SPEX

I understand. Of course. Thank you, Major.

Semple salutes, holds it.

SEMPLE

By your leave, sir?

OLD SPEX

Certainly. I'm certain you have much more to do on this good night.

Semple drops his salute, leaves. The OFFICERS are unsettled.

CHINOOK

Will 200-odd boys really make a difference? Is the situation really that dire?

OLD SPEX

I am quite sure General Breckinridge would not have asked otherwise. I am too ill at this time to accompany you gentlemen. I have promised General Breckinridge that you will be in Staunton by Thursday.

CHINOOK  
 (disbelieving)  
 Thursday? May 12th. Staunton?  
 Fifty miles in two days?

\*

36 INT. VMI BARRACKS - NIGHT

36

Slumber is INTERRUPTED by DRUMS beating out a rolling call to ASSEMBLE. Sam opens weary eyes, ANNOYED. Garland enters in full uniform.

GARLAND  
 LET'S GO, BOYS! TIME TO MUSTER!

37 EXT. VMI QUAD - NIGHT

37

The DRUM ROLL continues. Companies hurriedly assemble. Cadet Officers take muster and REPORT. The Battalion stands in ranks, SILENT, waiting. Off to the side the Faculty OFFICERS, led by Chinook, their faces at once calm and grave. Chinook holds a LANTERN over a piece of paper. All look down, READ intently. Then...

CHINOOK  
 Attention to orders! The enemy in heavy force is advancing up the Shenandoah Valley.

The gathered Cadets, bleary eyes, slowly waking, realizing that this is not routine.

CHINOOK (CONT'D)  
 General Lee cannot spare forces from the Army of Northern Virginia to meet this advance. All available forces from southwestern Virginia and elsewhere are hereby ordered to assemble in Staunton to defend the valley.

Reality sinks in, reflected in the young faces.

CHINOOK (CONT'D)  
 The Battalion of Cadets of the Virginia Military Institute is ordered to march, with four companies of infantry and one section of artillery, by the Valley Pike at break of day.



The Cadets in formation are SILENT, standing still, in SHOCK and DISBELIEF.

In front of each group, FIRST SERGEANTS and OFFICERS bark out specific orders of execution, but these are MUFFLED and FUZZY in the ears of the Cadets who have yet to comprehend the change of events just ordered.

CHINOOK (CONT'D)

(muffled, dreamlike)

...each Cadet will appear with  
canteen, blanket and weapon at four  
o'clock this morning prepared to  
march...

The Cadets are still dumbfounded and silent, but then...  
...one cheer, then another, then the entire courtyard ERUPTS with CHEERING, hands raised into the air, in an atmosphere of boyish excitement and energy. Duck looks only to the friend at his side, John Wise, cold anger in his face.

DUCK

Revenge, Johnny.

This registers on Wise. Then he turns to a frightened Sir Rat. Wise puts his hand on Sir Rat's shoulder and walks him away from Duck, diverting Sir Rat's attention.

WISE

You scared?

SIR RAT

Are...are...are we really going to  
fight?

Has to be honest.

WISE

They'll tell us no. That we'll be  
held back in reserve. But you can  
never be sure.

SIR RAT

Is that supposed to make me feel  
better?

WISE

Now why would I want to make you  
feel better?

He stops, looks at the boy.

WISE (CONT'D)

What I want. Is for you to be  
safe.

\*  
\*  
\*

He sees Sir Rat, maybe for the first time.

\*

WISE (CONT'D)

Whatever happens. Stay with me.

\*  
\*

He smiles, reassuring.

\*

Wise is fixed on Sir Rat when a hand SLAMS down on his  
shoulder, surprising him. Wise turns, expecting the worst.

Into the eyes of Jack Stanard. Wise braces for impact.

JACK

Shall we declare a truce?

WISE

Of course.

JACK

Only temporary. I'm still gonna  
whip you good. Later.

38 INT. GILHAM RESIDENCE - NIGHT

38

The house is brightly-lit. WOMEN rush about, preparing for  
the cadets' departure. Libby is rolling supplies into a  
blanket, as her MOTHER puts a hand on her shoulder. Murmurs  
in her ear. The reaction flickers across her eyes.

39 EXT. GILHAM RESIDENCE - MOMENTS LATER

39

Libby brings her lantern to the tree where Sam is waiting.  
She wears an ironic smile.

LIBBY

Came to say good-bye, did you?

SAM

Absolutely. I'm going to miss this tree.

Sam pats the tree trunk. Glances at the cabin. What's all this?

LIBBY

Women's work. Darning socks, mending uniforms. Packing food and blankets. Then, of course...

A sigh.

LIBBY (CONT'D)

Pulling together bandages and medical supplies. For the ones who will follow. To help. If needed.

SAM

Well, I hope you're not going to do that. It's a war, not a party.

LIBBY

Of course not. Why would I go? There's nothing I believe in enough to fight for.

She pokes his chest.

LIBBY (CONT'D)

While you, on the other hand...

It gets very quiet between them.

SAM

Oh, yes. Love at first sight.

Her eyes lock with his. She keeps the light smile, but her breath has speeded beneath it. Quite suddenly, she... Leans up. Kisses him slowly. Slowly.

40

EXT. VMI PARADE GROUNDS - DAWN

40

Drums ROLL. Officers SHOUT OUT orders for the Cadets to assemble. Boys hurriedly line up in four COMPANIES, MUSKETS in hand. The Fifer, two Drummers and a single Flag Bearer with the white VMI flag stand in front. Just behind, horse-drawn CAISSONS pulling three-inch CANNON, then as many as four horse-drawn supply wagons. On one supply wagon, Old Judge is at the reins.

The older Cadets organize the younger, check equipment, inspect gear as the units form up. 222 strong. Faculty Officers approach on horse. Chinook RISES in the saddle to announce...

CHINOOK  
BATTALION OF CADETS! VIRGINIA  
MILITARY INSTITUTE! FORWARD...  
MARCH!

DRUMS BEAT. The FIFER plays a spirited tune, "The Girl I Left Behind Me". The Cadets are off. Those left behind WATCH.

41 EXT. STREET - MORNING 41

The Cadets pass groups of concerned local Lexington CITIZENS, Mrs. Clinedinst is among them. Sam strains to look for Libby. But she is nowhere to be seen.

42 EXT. BRIDGE - LATER 42

The first group of Cadets passes over a rickety wooden bridge spanning a stream. Boyish LAUGHTER breaks out as the boys TRAMP TRAMP TRAMP to the beat of the drums, causing the bridge to CLANK and SWAY under their weight.

43 INT. UNION GENERAL SIGEL'S TEMPORARY HQ, WOODSTOCK - DAY 43

Outside, HEAVY RAIN and intermittent LIGHTNING. Gen. Sigel, surrounded by his Aides, looks up from his map table to Capt. DuPont, who stands at respectful attention.

SIGEL  
Why is the answer 'no' insufficient for you?

DUPONT  
Because General, with all respect...

SIGEL  
There is no respect. None in your face, your voice, your words. There is no respect in you!

Silence.

SIGEL (CONT'D)  
We stay here until I give the word to advance. Send Col.  
(MORE)

SIGEL (CONT'D)

Boyd and his cavalry south to reconnoiter in force. When I am comfortable. Is that a word you understand, Captain?

DUPONT

Yes, sir. I understand the word.

SIGEL

When I am comfortable. Then I will advance.

Full beat.

DUPONT

Sir, if we do not reach New Market Gap before Breckinridge gathers his forces, it will be too late.

SIGEL

If I advance before I am comfortable, that will be too early.

(yes?)

Early comes before late. Seems simple enough. Now leave my sight, Captain. Before I make you into a Corporal.

44 EXT. COUNTRY ROADWAY - DAY

44

Cadets SLOG through the rain and mud. They are SOAKED to the bone, miserable. We find our seven Cadets in the ranks.

Sam marches beside Duck, whose eyes are still fixed, determined. Jack and Garland in the lead, Jack looking back to where Moses and Sir Rat flank behind.

45 INT. CONFEDERATE GENERAL BRECKINRIDGE'S FIELD TENT - DAY 45

\*

Operations planning, hastily set up on a folding tables, sides rolled up to allow a view out. Semple enters through a flap.

\*

\*

\*

SEMPL

I thought you'd be happy.

BRECKINRIDGE

Never be fooled by my gravitas, Charlie. It's just a ploy for admiration.

He keeps looking out at the terrain.

\*

SEMPLE

Sigel has decided to sit where he is for some unknown reason...

BRECKINRIDGE

Check your list of reasons under 'cowardice.'

SEMPLE

And General Wharton has found a train. So...

BRECKINRIDGE

(flat)

Observe my elation.

SEMPLE

Well, I suppose you won't need to use the boys, then.

BRECKINRIDGE

Are they still on their way?

Beat.

SEMPLE

Yes, sir. We may still need them.

Now Breckinridge can smile.

BRECKINRIDGE

If Lee doesn't promote you, Charlie...

Turns the smile directly to Semple.

BRECKINRIDGE (CONT'D)

I just might.

46 INT. UNION GENERAL SIGEL'S TEMPORARY HQ, WOODSTOCK - DAY 46

DuPont enters the room. Sigel glances to his Aides, who all leave. DuPont is confused, unsure why he's here. Sigel gestures to him to sit.

SIGEL

Would you like some tea, Captain? A slice of cake, perhaps?

DUPONT

No, thank you, sir. Could you please inform me...

SIGEL

...why I've summoned you, from your cave of frustrated inaction?

He perches on the arm of the sofa, hovers above DuPont. \*

SIGEL (CONT'D)

It seems there has been a change of plans. Somehow... somehow General Grant has been personally advised of my strategic choice. However do you suppose...

DUPONT

I told him, sir.

SIGEL

Treachery, insubordination and selective honesty. You'll go far in Grant's service, Captain.

DUPONT

Thank you, sir.

SIGEL

Careful what you wish for, Captain.

His smile. Cold and menacing.

SIGEL (CONT'D)

Grant has chosen a different strategy. If you can call reckless, heedless, all-out offensive a strategy.

(beat)

And I suppose you would.

Sigel stands.

SIGEL (CONT'D)

You have your wish. Grant intends to hit this Gap with everything we can find.

One last smile.



SIGEL (CONT'D)

It will be your career -- and mine,  
perhaps? -- when our brave men are  
slaughtered.

Sigel heads out the door. Without turning...

SIGEL (CONT'D)

Congratulations.

47 OMITTED

47

48 EXT. GIRLS BOARDING SCHOOL - DAY

48

The Cadets march into Staunton, past a GIRLS BOARDING SCHOOL, \*  
windows OPEN and filled with young curious heads. Chinook  
rides by on horseback.

CHINOOK

Look sharp, boys. These are the  
citizens whose homes and lives  
we're defending. Give them some  
reason to be confident in you.

SAM

If you insist, sir. Orders are  
orders.

Chinook rides on. Sam WAVES gaily at the girls. He nudges  
Duck, but Duck is marching to the drumbeat of his own  
thoughts.

John Wise looks over at a group of SLAVES who stop their work  
to observe the cadets.

INSERT: FLASHBACK to the face of MARTHA ANN from the Slave  
Auction. The same look of sadness and despair. Could it be?

BACK TO SCENE: Was it Martha Ann? Wise is not sure, but he \*  
must keep marching forward with the formation. He looks back  
over his shoulder for the Slave Woman, but he can't find her.

No one else notices. SMILES and gaiety surround him as his  
eyes and head fall back down.

49 EXT. CADETS' STAUNTON CAMP - DAY

49

Tents are up. Our group is gathered. Smoke rises from one  
tent where Old Judge is serving up a hot meal to the Cadets.

SAM

It's a dance, can you believe it?

GARLAND

There will be ladies present? \*

SAM

There better well be. (beat) I'll  
be looking for one in particular. \*

Sam looks around at Garland and the other cadets, scoffs. \*

SAM (CONT'D) \*

A little lace and colorful ribbon  
will be a welcomed change from all  
this dull woolen grey. \*

WISE

And Chinook approves of this?

SAM

My goodness. I forgot to ask him in  
our last intimate chat. I'll just  
have to use my own outstanding  
judgement.

Wise can only shake his head.

WISE

Sorry, I can't attend. Guard  
duty. We'll be dancing with old  
Chinook instead.

SAM

I'm so very disappointed. I know  
the ladies will be more so.

MONTAGE:

Cadets getting spruced up and ready to go into town! A) Boys  
washing mud out of their uniform pants at a stream.  
B) Walking around with arms and legs outstretched, to dry  
out. C) Using a shared comb and a hand mirror to primp and  
preen. D) Moses sketching the scene from a distance.

50 INT. FAMILY HOME BALLROOM - STAUNTON - NIGHT

50

A DANCE in full flow. Hand-clapping Virginia reel, complete  
with music from a handful of fiddles. Locals, Confederate  
Officers, young ladies of the town, budding schoolgirls in  
festive dresses.

Girls and women of varying ages, here to comfort those at risk. Sam enters in the company of other Cadets, looking amazingly dashing under the circumstances. He looks around as if searching for something he can't find.

GIRL (O.S.)  
Well, welcome, soldier.

He turns to see a very PRETTY YOUNG GIRL, maybe 16, dressed like a woman. With a woman's eyes.

GIRL (CONT'D)  
Can I persuade you to dance?

Sam smiles.

SAM  
Thank you, no.

GIRL  
Oh, I knew I should have worn my red dress.

He laughs.

SAM  
Miss, you are very lovely in that dress. And whoever dances with you will be the envy of all.

GIRL  
The hair, then. I can take it down.

SAM  
Please, don't trouble yourself. This is about a woman I left behind in Lexington.

GIRL  
Oh. Married, are you?

SAM  
Not yet. Childhood sweetheart, been together as long...  
(beat)  
As long as I can remember.

He looks around the room.

SAM (CONT'D)  
I just came for the music and refreshments. Would you say that all the ladies have arrived?

Such an odd question.

GIRL

I'm sure I wouldn't know.

51 INT. CHINOOK'S TENT - SAME MOMENT

51

Chinook looks out at Wise, standing guard duty.

CHINOOK

Word is. Big fight. Day after  
tomorrow. At the Gap.

He watches that land.

CHINOOK (CONT'D)

Grant's boys will be ready by then,  
and they won't wait for  
Breckinridge's reinforcements to  
arrive.

He relights the pipe that was resting on the table.

CHINOOK (CONT'D)

Unfortunately, we will remain in  
reserve. But with a front row  
seat.

(puffs on the pipe)

The best of all worlds, yes?

WISE

If you say so, sir.

52 INT. FAMILY HOME BALLROOM - STAUNTON - SAME MOMENT

52

\*

Sam alone, still hoping. But he has to face reality. He sets  
down his glass of punch, weaves his way through the gathering  
and out onto...

53 EXT. MEETING HALL PORCH - SAME MOMENT

53

On the darkened green before the large home, here and there  
young ladies stand talking to soldiers. And suddenly... Sam's  
heart stops. He sees the face he was looking for. He wants to  
run, but he stands frozen. Mesmerized. How can this be? And  
then... her eyes flick up. She sees him. Her face changes.  
She smiles politely at the soldier she's talking to, says  
something. He kisses her hand and walks away, past Sam, and  
into the hall. Leaving Sam and Libby... staring at each  
other. He ambles down the porch steps. Crosses the ground  
between them. She turns away, walks casually off toward the  
darkness of the woods. And when he catches up...

\*

LIBBY  
Don't ask me why.

SAM  
All right. Why?

LIBBY  
We tore up our sheets. For  
bandages. We're on our way home.  
To New Market. (beat) In case we're  
needed.

\*  
\*  
\*  
\*

Sam and Libby walk into a moonlit grove, alone in a private world.

SAM  
Tomorrow...

LIBBY  
I know where you're going. To New  
Market.

She smiles. And it is the most beautiful smile.

LIBBY (CONT'D)  
I'm going too. You haven't seen  
the last of me.

He puts both his hands on her face.

LIBBY (CONT'D)  
Still not much at conversation.

SAM  
Or anything else.

LIBBY  
I'll be the judge of that.

She kisses him. And again. And again.

LIBBY (CONT'D)  
You're absolutely right.

Her arms are around his neck.

LIBBY (CONT'D)  
You won't have to fight. Mrs. Shaw  
promised me.  
(MORE)

LIBBY (CONT'D)

She knows a Major Charles Semple,  
and he says that you are to be held  
in reserve and absolutely will not  
fight.

SAM

Ah, so when the orders come I'll just send the Major off to see Mrs. Shaw.

LIBBY

Oh, he'll already be paying her a social call, most likely. She is very shapely.

She's made him laugh. She wanted to, very much. Her fingers trace his cheek now. She whispers.

LIBBY (CONT'D)

You'll be fine.

SAM

That is the plan.

Libby takes a ribbon from her hair. Shakes her hair out. Hands the ribbon to Sam.

LIBBY

Here. For good luck.

Sam holds the ribbon. Then... he pulls out a knife, and gently CUTS one of his metal buttons away. He hands it to her.

SAM

Just in case you forget about me.

She stares into his eyes.

LIBBY

No, Sam. This is the plan. A farm, a shop, a trade, your choice. Four babies, my choice. We'll argue a good deal...

SAM

We will, will we?

LIBBY

I can already tell that much. Even when we're old together, on a porch with nine grandchildren, and our teeth falling out.

SAM

We'll laugh some too.



She nods. Sure of that.

LIBBY  
And there will be conversation.

They laugh. Then he stares. And stares. Into his future.

HE kisses her. Holds her.

54 EXT. CADETS' STAUNTON CAMP - NIGHT

54

Cadets return from the dance, getting undressed and into blankets.

John Wise is still on sentry duty on the perimeter. Jack Stanard approaches.

JACK  
You missed a good party.

Wise ignores him and continues on patrol.

JACK (CONT'D)  
If you ask me, I think somethin' big is comin' We're only one day's march from New Market by Saturday night. The battle will begin the next day.

WISE  
You and Breckinridge figure it all out?

JACK  
Well, I have it from Grant himself, actually. We shared a whisky, a foul cigar. He said, Jackie-boy, let's settle this whole blood-stained mess...

Nods.

JACK (CONT'D)  
Sunday, he said. At New Market Gap.

He thinks it over. Satisfied.

JACK (CONT'D)  
I'm sure of it. It's an omen.

\*  
\*  
\*  
\*  
\*  
\*  
\*  
\*  
\*  
\*  
\*

WISE

A what?

JACK

A good sign. Stonewall Jackson  
always fought on a Sunday.

WISE

Chinook says we'll be held in  
reserve. We won't be part of the  
fighting. That's a good sign.

Jack thinks this over.

JACK

I'm worried about you. If you don't believe in what you're fighting for, you won't make it out of this valley.

Long pause.

WISE

A man must believe his cause is just in order to gladly die for it.

JACK

Defending our homeland against strangers? Sounds like a pretty just cause to me.

WISE

There are other things.

Jack moves forward to counter.

\*

JACK

This war is not about slavery. It's about money. It always is. Their textile mills. Their trade with Europe. Destroying the one economy and way of life that competes with them.

\*  
\*  
\*  
\*  
\*  
\*  
\*

WISE

Come on, Jack. The slave auctions? Children sold like animals, young girls used as breeding stock, families broken apart? How is any of that...a right? Just yesterday...

\*  
\*  
\*  
\*  
\*  
\*  
\*

INSERT: Cadets marching into Staunton, John Wise trying to find the face of the Slave Woman...

BACK TO SCENE: Wise is quietly shaken at the recollection.

WISE (CONT'D)

We should not be fighting to keep people in chains.

Jack summarizes. Gets to the bottom line.

\*

JACK

(with conviction)

You know I come from a family of bankers. We don't own slaves, but the South's way of life has depended on slavery for over two hundred years. Rip it to pieces all at once, you destroy the rest of us. Simple as that. (beat) They have no right to tell us what to do. They had no right to invade our homeland! Don't you believe that?

\*  
\*  
\*  
\*  
\*  
\*  
\*  
\*  
\*

John Wise holds firm.

WISE

I believe that all of our blessings do not justify the curse and misery of human slavery.

JACK

Will you or will you not defend Virginia?

A long pause.

WISE

I... will defend my family. My friends are my family. This school is my family. I will fight for that. But if God grants us victory, we must change.

Jack grasps Wise's arm, confides...

JACK

Keep your thoughts from the others. They will... they may doubt your resolve.

WISE

They would be fools if they did.

55 INT. CONFEDERATE GENERAL BRECKINRIDGE'S FIELD TENT - DAY 55

Major Semple hands Breckinridge a dispatch.

SEMPLE

Union Cavalry in force approaching from the East, up the far side of the mountain.

Breckinridge has no easy answer.

BRECKINRIDGE  
Tomorrow, we'll have Wharton.

SEMPLE  
Almost certainly.

BRECKINRIDGE  
Almost certainly. Is that half  
certain, or slightly more, Charlie?

SEMPLE  
At least half.

BRECKINRIDGE  
And Echols? He's our last piece.  
We're lost without him.

In the silence...

SEMPLE  
Sir, we will win tomorrow. Because  
we have to.

BRECKINRIDGE  
I didn't hear that, Charlie.

SEMPLE (LOUDER)  
I said...

BRECKINRIDGE  
By that, I meant that you are  
speaking the language of the  
losers, Charlie. Victory will not  
happen just because we think it  
must.

The look holds.

SEMPLE  
Then what is the language of the  
winners, sir?

BRECKINRIDGE  
"I will lose and die and fail  
everything I love unless I find the  
way to win." That is our task.

56 INT. WHITE HOUSE SITTING ROOM - DAY

56

Lincoln stands at a table, reading a dispatch. Seward is  
seated, watching.

SEWARD

The Confederates cannot sustain the losses.

LINCOLN (STILL READING)

Is that what Grant says?

SEWARD

The General doesn't speak in predictions.

LINCOLN

Nor in boasts. What news does he give of the Valley campaign?

SEWARD

We are better fed, better supplied, more experienced. The report is...

He pauses.

SEWARD (CONT'D)

Breckinridge has actually conscripted schoolboys. Cadets from the Virginia Military Institute. He is so desperately shorthanded.

Lincoln looks up.

LINCOLN

So we have stooped to massacring schoolboys?

SEWARD

Only if he chooses to use them, sir.

57 EXT. VALLEY TURNPIKE - MORNING

57

Cadets continue on their march.

The boys pass groups of REFUGEES coming down the pike, the other way, pushing carts piled with personal belongings, trailing cows and farm horses behind. FEAR in the eyes of the fleeing local citizens. The Cadets can only observe and keep \* marching.

58 OMITTED

58

59

59

SUPER: Saturday Night, May 14, 1864

SUPER: Lacey Springs. 5 miles south of New Market.

WIDE ANGLE. Confederate forces settling in for the night before battle. A vision of exhaustion. A scent of fear. CLOSE now on the Cadets, staking out their turf on the periphery. TRACK to our seven. Uncertain and small, eyes weary, minds racing. PULL BACK to realize... We are watching them from a COMMAND TENT. In the opening stand two familiar figures.

SEMPLÉ

You can make time for this?

BRECKINRIDGE

They're here because of me, Charlie. I tried to solve this problem when I was Vice President, but I couldn't. Northerners and southerners face one another in this valley. Some of them won't be leaving alive. (beat) These young cadets. These boys. They are our future. If I can ask them to make time, perhaps, to die, then yes. I can make time.

Semple nods, gravely, and strides out into the evening.

60

INT. CONFEDERATE GENERAL BRECKINRIDGE'S TENT AT NEW MARKET 60  
DUSK

Breckinridge sits at the map table, an elaborate model of the Valley and the Gap. He looks up as... Semple enters. With the seven boys we know. They are overwhelmed, confused, in absolute awe. Breckinridge stands. It's the first truly warm smile we've seen from Breckinridge. He rounds the table, glancing at Semple as if to say: who is their leader? Semple nods toward Wise. Breckinridge steps straight to him. Wise salutes. The salute is returned. But then... Breckinridge extends his hand.

BRECKINRIDGE

John Breckinridge, soldier. What is your name?

A heartbeat for the boy to make his mouth work.



WISE  
John Wise, sir.

The name catches Breckinridge's attention.

BRECKINRIDGE  
Governor Wise's son?

WISE  
Yes, sir.

BRECKINRIDGE  
I did not know you were with this  
group.

Looks to Semple, who shrugs. Hadn't known, either.

BRECKINRIDGE (CONT'D)  
I am privileged to know your daddy,  
John. An extraordinary man, and an  
able General.

Breckinridge is still clasping John's hand.

BRECKINRIDGE (CONT'D)  
I will send him a wire.

The smile so kind, so direct.

BRECKINRIDGE (CONT'D)  
Any message I may convey to him?

WISE  
That I love him.

Said simply. And perhaps that is what brings the feeling to  
Breckinridge's eyes. We can barely hear the whispered...

BRECKINRIDGE  
Course you do.

Semple gestures for the boys to sit on the earth, since there  
are not enough chairs. To Semple's surprise, Breckinridge  
sits on the ground with them.

BRECKINRIDGE (CONT'D)  
This visit, gentlemen, is for my  
benefit. I asked the Major here to  
bring me a few of the Cadets. The  
Major is friendly with a Captain on  
your faculty who has a certain  
affection for you. More to the  
point...

A small smile.

BRECKINRIDGE (CONT'D)  
For those of you who may be...  
afraid.

All look to the General.

BRECKINRIDGE (CONT'D)  
...I tell you, you are not alone.  
I, too, am afraid.  
(MORE)

BRECKINRIDGE (CONT'D)

In my life I have known victory but  
I have also known failure. But  
take to heart the words of your own  
teacher, Stonewall Jackson: "Do  
not take counsel of your fears".

He wants to make sure the boys understand.

BRECKINRIDGE (CONT'D)

Do not let fear dissuade you from  
doing what is right. And whatever  
tomorrow brings? It brings to us  
all.

BRECKINRIDGE (CONT'D)  
 Tomorrow, I may have a decision to  
 make.

He shrugs.

BRECKINRIDGE (CONT'D)  
 It would be useful for me to know  
 who you are. All right...?

As if he's waiting for their approval. They nod, awkwardly.  
 Of course.

He turns to the next one, Jack.

BRECKINRIDGE (CONT'D)  
 You, son. How do you feel about  
 this war? And what life awaits you  
 when it's over?

Jack straightens up, composes himself.

JACK  
 Jack Stanard, sir. (beat) We find  
 ourselves invaded by a conquering  
 army, sir, whom I must consider  
 foreign invaders. Defending our  
 homeland is an imperative. I can't  
 understand anyone who would think  
 otherwise.

His glance cuts to Wise, only for an instant, but everyone  
 picks it up.

JACK (CONT'D)  
 After the war... I will not seek a  
 career in uniform. My father is a  
 banker in Richmond and I intend to  
 work with him. Provide the capital  
 our people need to grow  
 independently of the country from  
 which we have severed.

Breckinridge's eyes linger. Well said, is the look. Now to...

BRECKINRIDGE  
 And you, young man?

GARLAND

Thomas Garland Jefferson. My family has owned a plantation for close to 150 years. That is my heritage, my future. If I may speak freely, sir...

BRECKINRIDGE

(smiles)

Of course. I think we are well past worrying about protocol.

GARLAND

I think those of a certain class have a responsibility to others. We must use our position to see that the common folk among us are cared for.

BRECKINRIDGE

Well. We common folk surely appreciate that.

There is laughter. Garland draws a breath to explain himself, but Breckinridge raises a hand to reassure him.

BRECKINRIDGE (CONT'D)

Your heart does you credit, soldier.

And looks to Sam.

BRECKINRIDGE (CONT'D)

And you?

Silence. Breckinridge holds the look. Well...?

SAM

I am Sam Atwill. (beat) I think war is stupid and cruel and nowhere near as necessary as those who lead the fighting like to tell themselves.

Wow. He shocked even himself with that.

BRECKINRIDGE

Well then. Think I can negotiate my way out of tomorrow, Sam?

SAM

No sir, not any more. We will stand  
with you and fight.

BRECKINRIDGE  
Done. And your future...?

SAM  
No idea, really. My father is dead.  
My family is poor. All I really  
want is...

Thinks before he says...

SAM (CONT'D)  
...to find the right woman. Settle  
down. Provide somehow for her and  
our children.

The General likes that. Sam is amazed to see a nod of  
approval. He thought he was done for. And seeing this...

BRECKINRIDGE  
Fair enough.

Turns to the others.

BRECKINRIDGE (CONT'D)  
Any of you unsure about being asked  
to fight at my side?

SIR RAT  
I will fight Grant's bullies with  
you, sir. (smiles) They call me Sir  
Rat. My real name is Robert.

BRECKINRIDGE  
And after you've finished school?

SIR RAT  
I tell everybody I'm going to be a  
farmer. But if Mr. Wise would let  
me...

He sneaks a glance at Wise.

SIR RAT (CONT'D)  
I'd like to help him be Governor.

Breckinridge loves that. Looks to Wise.

SIR RAT (CONT'D)  
(pointing to Moses)  
And this one is a genius artist,  
Sir. His name is Moses. You should  
see his portraits!

Breckinridge now fixes on Moses.

BRECKINRIDGE  
Hard way to earn a living, soldier.

MOSES  
I would like to try my hand at  
sculpture. If I can ever afford the  
marble.

Which just leaves one more. The General turns his gaze to  
Duck.

BRECKINRIDGE  
You've been most quiet, soldier.

Duck is seething.

DUCK  
My family's home was burned to the  
ground.

Breckinridge recognizes the cold intensity.

61                      DUCK (CONT'D)  
I will kill as many blues tomorrow  
as God permits, sir.

61

Stunning. And disturbing. Breckinridge stands.



62

EXT. COUNTRY ROAD NEAR NEW MARKET- NIGHT

62

Two SENTRIES stand guard at a roadblock. One raises the lantern to the distraught young woman with a food basket over each arm.

LIBBY

You don't understand, Corporal.  
Sammy is my brother and... my  
mother is relying on me to get this  
message to him.

\*  
\*

Tears well in her eyes.

LIBBY (CONT'D)

Please. It truly is a matter of  
life and death.

CONFEDERATE SOLDIER #1

And baked goods.

Oh, these.

LIBBY

Well, the food was meant for his  
comrades, but I would gladly leave  
it with you, if you would only...

CONFEDERATE SOLDIER #1

I'm sorry, Miss. No exceptions.

A sigh.

\*

LIBBY

You will have this terrible thing  
on your conscience for the rest of  
your life. That you broke a  
widowed mother's heart.

\*  
\*  
\*  
\*  
\*

CONFEDERATE SOLDIER #1

If she is widowed, Miss, I'm sure  
the blue coats have already done  
more damage than I ever could.

\*  
\*  
\*  
\*

CONFEDERATE SOLDIER #1 (CONT'D)  
 No one expects the Cadets to fight.  
 You'll see your Sammy tomorrow  
 evening. Now hurry home, little  
 girl.

63 INT. CONFEDERATE GENERAL BRECKINRIDGE'S TENT AT NEW MARKET 63 -  
 NIGHT

CLOSE on Garland. Stoic face, glazed and staring eyes.

BRECKINRIDGE (O.S., GENTLY)  
 Cadet Jefferson, you may be ordered  
 to the rear, to guard the supply  
 wagons.

Garland turns to him. Garland seems lucid, calm, if  
 unnaturally quiet...

GARLAND  
 You don't understand, sir. I must  
 fight tomorrow, with my unit. It is  
 what my father and brothers would  
 rightfully demand of me.

HOLD the look.

GARLAND (CONT'D)  
 Anything less. Would dishonor them.

64 EXT. CAMPSITE #2, ABOVE NEW MARKET - DAWN

64

The boys of Virginia Military Institute move into ranks, some  
 still bleary-eyed from sleep. Others hair-trigger attentive.

CHINOOK  
 Gentlemen, I know that many of you  
 are eager to engage directly in the  
 battle to come.

He looks out into their faces.

CHINOOK (CONT'D)  
 I have expressed this eagerness to  
 Major Semple, and he, in turn, to  
 the General.

As he speaks, we PAN the ranks. Find our team of seven.

CHINOOK (CONT'D)

I am sorry to say that General  
Breckinridge has denied my request  
to lead in the fight.

Watch reactions. Garland and Duck visibly upset, Jack stoic.

Sir Rat looking to John for his response, finds nothing to  
read as we hear...

CHINOOK (O.S.) (CONT'D)

We will be held in reserve, and  
remain in support of Wharton's  
brigade.

In the silence, Chinook LOOKS OUT on a sea of young faces.

CHINOOK (CONT'D)

Bow your heads, gentlemen.

(pause)

Heavenly Father, this morning we  
march into the valley of death as  
brothers in arms. Father, help us  
to be strong. Help us to do our  
duty. For our mothers, for our  
fathers, for our sisters, for our  
brothers. Wherever they may be.

ALL

Amen.

Heads come up.

CHINOOK

FORM UP AND MOVE OUT!

The Cadets shuffle back into marching formation, muskets at  
the shoulder.

65 \*\*\*\*\*DELETED\*\*\*\*\* 65

66 EXT. ROADWAY NEAR NEW MARKET -- DAY 66

The Cadets set out in light RAIN.

They pass a group of regular Confederate soldiers, off to the  
side of the roadway, finishing their breakfast.

The INFANTRY are older men, bearded, rough. As the boys  
pass, the Cadets are regarded with AMUSEMENT by the older  
men. One particular soldier begins to mock them.

CONFEDERATE SOLDIER #2  
 Looky here! Babes in arms! You  
 little boys want a sugar rag to  
 suck on? Does mommy know you snuck  
 out so early in the morning?

Surrounding soldiers laugh. The SOLDIER cradles his musket  
 like a baby and ROCKS it back and forth, singing a lullaby...

CONFEDERATE SOLDIER #2 (CONT'D)  
 "Go to sleep, go to sleep, little  
 darling, my baby..."

Laughter. The Cadets pass by in silent annoyance.

67 EXT. UNION COMMAND POSITION, BUSHONG HILL - MORNING 67

With several soldiers on horseback. DuPont looks tired and  
 worn, sleep still in his eyes. He takes a set of binoculars  
 and looks SOUTH. He can scarcely believe what he sees.

DUPONT  
 Confederate infantry. Already.

CLOSE ON THE DISTANT HILL

An Aide de Camp comes to his side.

AIDE DE CAMP  
 General Breckinridge has arrived  
 with units of the 51st, 30th, 22nd  
 and 23rd Virginia infantries, along  
 with the mounted and 23rd Virginia  
 cavalry. They are forming south of  
 the village of New Market.

DuPont shakes his head. Here we go...

DUPONT  
 Bring the 34th Massachusetts  
 forward back from their defensive  
 positions. Get our cavalry to the  
 east, toward that mountain, to  
 protect my flank. Let's see him  
 manage that. (beat) Send  
 skirmishing parties forward. Retake  
 that hill.

Other messengers SALUTE and ride away.

DUPONT (CONT'D)

Move Snow's gun battery forward,  
just behind that church at the  
northern edge of town. Center of  
the valley. Do it now!

68 EXT. CONFEDERATE COMMAND POSITION - NEAR SHIRLEY'S HILL - 68  
MORNING

Breckinridge is in position, looking forward, NORTH. He sees  
a line from West to East, stretching down from the hill,  
extending to the Valley Turnpike and across the valley:  
Confederate infantry units. Behind the regulars - the  
Battalion of Cadets.

BRECKINRIDGE

Where is Echols?

SEMPLE

On his way.

BRECKINRIDGE

On his way? What is holding him up?

SEMPLE

Cavalry probes have already  
commenced.

BRECKINRIDGE

And the reserve units?

SEMPLE

All in position, including the  
Cadets.

BRECKINRIDGE

Keep the boys to the very rear. If  
they aren't protected, it's your  
neck.

Smoke RISES, the CRACKLE of gunfire PIERCES the morning.

69 EXT. CONFEDERATE LINE ON SHIRLEY'S HILL - DAY 69

Confederate advance skirmishers FIRE on scattered Union  
advance units, DRIVE them off the hill. Confederate horse-  
drawn cannons WHEEL into position, detach from horses, set up  
IN A HURRY.

70 EXT. CONFEDERATE COMMAND POSITION - NEAR SHIRLEY'S HILL - DAY

Breckinridge looks up ahead to the next hill. Sees his Confederates setting up, getting guns ready... BOOOM! The first Confederate ARTILLERY GUN ROARS out from Shirley's Hill, firing North.

BRECKINRIDGE

(a whisper)

Wake up, Yankees. Time for breakfast.

71 EXT. CONFEDERATE LINE ON SHIRLEY'S HILL - DAY

71

Close on the battalion of cadets, behind Wharton's brigade. The BOOM BOOM BOOM! Of cannon fire RATTLES nerves. Many of the Rats FLINCH and look terrified. Chinook SHOUTS orders over the noise, moving down the line.

CHINOOK

STRIP OFF EXCESS GEAR AND PREPARE TO MOVE OUT!

72 EXT. UNION COMMAND POSITION, BUSHONG HILL - DAY

72

DuPont looks South, sees the Confederate cannon BOOMING out.

AIDE DE CAMP

Shall we advance?

DUPONT

No. He wants us to commit. We won't take the bait.

Nods to himself.

DUPONT (CONT'D)

Send this to Sigel: Facing large, combined rebel force. Immediate reinforcements required.

(beat)

Hope that doesn't frighten him too desperately. COMMENCE FIRE!

BOOOOOM! Union cannons FIRE OUT against the Confederates on the opposing hill.

73 OMITTED

73

74 \*\*\*\*\*OMITTED\*\*\*\*\*

74

75 \*\*\*\*\*DELETED\*\*\*\*\* 75  
 76 EXT. CONFEDERATE ARTILLERY POSITION, SHIRLEY'S HILL - DAY 76

An impressive arrangement of cannon are lined up and FIRE out. One distinct group of six, another of four, then the two Cadet guns.

SEMPL  
 Wharton's brigade in position, sir,  
 commanding from the hill to the  
 pike. Echols not far behind and  
 will take the east side of the  
 pike.

On the battlefield, stretching down their hill and across to the pike, LARGE CLUMPS of uniformed Confederate forces maneuver back and forth. Well in the distant rear of the main group - the Cadets.

77 EXT. UNION COMMAND POSITION, BUSHONG HILL - DAY 77  
 DuPont looks through the binoculars.

DUPONT  
 COMMENCE FIRE!

Cannons BOOM OUT.

78 EXT. CLINEDINST RESIDENCE - DAY (ESTABLISHING SHOT) 78  
 79 INT. CLINEDINST RESIDENCE - DAY 79

Inside her home, MRS. CLINEDINST and young girls, including LIBBY, gather there in the main room. Three girls bring stacks of white BEDSHEETS. Mrs. Clinedinst FLIPS one open, lingers over it ever so briefly, then grasps the side and TEARS the expensive cloth, ripping it into long strips.

MRS. CLINEDINST  
 However many bandages, there won't  
 be enough.

80 INT. CONFEDERATE COMMAND POSITION - NEAR SHIRLEY'S HILL - DAY

SEMPL  
 He's not taking the bait.

BRECKINRIDGE  
 (looks at pocket watch)  
 So that's Grant's boy, not Sigel.  
 (MORE)

BRECKINRIDGE (CONT'D)  
 It is 10 o'clock. I have offered him battle and he declines. So we advance. We can attack and beat him here, and we'll do it. Send the 30th Virginia forward in advance.

Behind him, just arrived, is GENERAL WHARTON, a huge man with a fierce beard covering rugged features.

BRECKINRIDGE (CONT'D)  
 General Wharton. Welcome to our little guessing game.

WHARTON  
 Should we have brought masks and costumes?

BRECKINRIDGE  
 Mmmn. This is one of Grant's young foxes. I doubt he'll fall for much of anything.

Lowers the binoculars. Points where he needs Wharton to go.

BRECKINRIDGE (CONT'D)  
 Move the rest of your brigade at best speed from your current position down the hill and into that depression below Union artillery. It will be a fully protected position. Do you see it?

He points again, emphatically.

BRECKINRIDGE (CONT'D)  
 Regroup there, and wait for orders to attack. Take your reserve with you. Leave the Cadets in last position. They are under no circumstances to engage.

81 EXT. BATTLEFIELD - DAY

81

The first Confederate unit, the 30th Virginia, moves forward.

CLOSE ON THE FAR REAR OF THE CONFEDERATE FORMATION



Behind the main body of Confederate infantry, and positioned below the rise of Shirley's Hill, the Cadets are formed into four companies, in line, from west to east, in order: Company A, then B, C and D. From the crest of the hill, the artillery FIRES out. Much NOISE and SMOKE rises from over the crest. The Cadets LOOK OUT, forward, toward the din, but the battle is still very much hidden from view, just beyond the protective crest of the hill...

CHINOOK  
BATTALION, FOR-WARD...MARCH!

The Cadet formations MARCH FORWARD, drums BEATING, fifer playing. One Cadet SHAKES off the water from the school's flag, UNFURLS it into the breeze. We see our seven among them, as determined as if they were leading the charge.

MOVE UP AHEAD, WITH CONFEDERATE GENERAL WHARTON, ON FOOT

The mass of Confederate infantry moves forward and toward the crest of the hill, coming from behind and then passing their own artillery positions.

WHARTON  
Send orders to the reserves to  
conform their movements to mine!  
(beat)  
Gentlemen, once we get over the  
crest, drive your men down into the  
valley as fast as you can. Run like  
hell!

The front line of Wharton's infantry slowly reaches, then CRESTS the hill. We enter the INFERNO. FIRE, SMOKE, NOISE come from the Confederate ARTILLERY FIRING forward. Fire, EXPLOSIONS ERUPT from the Union artillery in return.

82 EXT. UNION ARTILLERY POSITIONS, BUSHONG HILL - DAY 82

DuPont and his men stand by the Union artillery. All across the crest of the opposite hill, a CHILLING sight: HUNDREDS of men, shoulder-to-shoulder. A solid GRAY WALL, flags flying. \*

83 EXT. CONFEDERATE ARTILLERY POSITION, SHIRLEY'S HILL 83

WHARTON  
GO! GO! GO! GO! GO!

Rebel YELLS let loose and the formation BREAKS FORWARD. Confederate soldiers RACE PELL-MELL down the hill and towards the SAFETY of the LOW GROUND near Bushong Farm, where the union cannon can't reach them... Cannon fire EXPLODES intermittently, but is neither aimed nor concentrated. The Confederate soldiers are on a RUN FOR THEIR LIVES. \*

84 EXT. UNION ARTILLERY POSITIONS, BUSHONG HILL 84

DuPont sees confederate infantry RACE down hill in an apparent military order. The Union cannon move quickly to FIRE on them, but NOT FAST ENOUGH...

DUPONT

Hit the front side of that hill!

85 EXT. CONFEDERATE ARTILLERY POSITION, SHIRLEY'S HILL 85

The Cadets - still in distance, trailing Wharton's brigades - march up the hill in perfect order, but have not yet crested the top...

86 EXT. UNION ARTILLERY POSITIONS, BUSHONG HILL 86

Gunners frantically CRANK the barrels to aim at the hill...

87 EXT. CONFEDERATE POSITION - BOTTOM OF SHIRLEY'S HILL 87

Wharton's men huddle against a fence line at the bottom of the slope, SAFE. Wharton LOOKS UP, toward the Union guns. From where he stands, the guns are OUT OF VIEW.

WHARTON

They can't reach us here.

But something is WRONG. Wharton looks back, where he came from. The front side of Shirley's Hill is EMPTY.

WHARTON (CONT'D)

Where in hell are the reserves?

No one has an answer.

WHARTON (CONT'D)

My order was: conform to my movements! I meant for them to run!

88 EXT. CONFEDERATE ARTILLERY POSITION, SHIRLEY'S HILL 88

Cadets are still in perfect parade formation, marching smartly. To their left, the remaining reserves of Edgar's 26th Virginia crest the hill and BREAK INTO A RUN. But the Cadets march in perfect order, at a steady pace...

CHINOOK  
BATTALION, FOR-WARD! MARCH!

The Cadets emerge into the open and head down the face of Shirley's Hill, in disciplined formation. In front of them, with EXPLOSIONS of CANNON FIRE DIRECTLY in their path. \*

89 INTERCUT: WHARTON/DUPONT 89

WHARTON  
NO!

DUPONT  
One piece of luck. FIRE! FIRE!  
EVERYTHING YOU'VE GOT!

WHARTON  
NO, NO, NO! RUN! It's not a parade!

CONFEDERATE SOLDIER #1  
(disbelief)  
My god. They're holding formation.

90 EXT. CONFEDERATE ARTILLERY POSITION, SHIRLEY'S HILL - DAY 90

The cadets heading slowly down Shirley's Hill. Flags fly bravely in a tailwind. Perfect formation, Company by Company. \*

91 EXT. UNION ARTILLERY POSITIONS, BUSHONG HILL - DAY 91

A Union gunner sights down the cannon to behold the formation of Cadets. It will be a slaughter.

VOICE (O.S.)  
FIRE!

The Gunner SMOOTHLY PULLS the firing cord. Union guns BOOM out.

Explosions BRACKET the CADET formation, FLINGING dirt and mud into the AIR. Boys FLINCH as DEBRIS RAINS down on them.

GARLAND

STEADY! MAINTAIN THE CADENCE!

The formation holds together bravely until...KABOOOM! A CANNONBALL FLIES SQUARELY between Companies C and D on the right...and EXPLODES AT SHOULDER HEIGHT. The concussion ROCKS nearby Cadets. Flesh and bone are no match for cannonball: \*

-Wise is thrown backwards and knocked FLAT. He STRUGGLES to his feet, as... -The lead COMPANY OFFICER goes down with a head wound. -A Cadet next to John has his rifle SLAM back into his face, GASHING a cut over his eye and destroying his rifle. -Another Cadet is KNOCKED BACK by a blow to the stomach. Momentarily, the formation of Cadets is in DISARRAY. A huge GAP opens between the companies. Several Cadets are DAZED. They STAGGER about... Chinook sees the formation BUCKLING and BREAKING DOWN. \*

CHINOOK

CLOSE UP BATTALION!

They boys LOOK UP. Some confused, disoriented.

CHINOOK (CONT'D)

(desperate)

CLOSE UP BATTALION!

CLOSE on Wise as he pulls the nearby part of the formation together...

WISE

CLOSE RANKS!

DOWN the line, we see Jack, Moses, other leaders doing the same. As the cadets continue to MARCH DOWN the hill... A DEFIANT SHOUT RINGS OUT among the young Cadets.

From Dupont's vantage point.

DUPONT

We're losing them beyond the house.

AIDE DE CAMP  
Aren't they trapped now, sir?

DUPONT  
Only until they decide to charge.

A decisive shake of his head.

DUPONT (CONT'D)  
We -- defend this hill as long as  
we can. Make the Rebels pay for  
every inch of it.

No reaction. He JOLTS them into action.

DUPONT (CONT'D)  
MOVE!

94 EXT. CONFEDERATE POSITION - BOTTOM OF SHIRLEY'S HILL 94

The Cadets now SHIELDED from the Union guns. Exhausted young  
faces looking up, taking in refreshing RAINDROPS. \*

WISE  
Did you see that? Even the younger  
ones. Closed up under fire...

Sam checks out Jack's grin, smiles back.

JACK  
We showed those old boys. Sugar  
rag, is it?

He SPITS in disgust. Sam watching the exchange.

SAM  
The two of you smiled at each  
other. I can't believe it.

Wharton makes his way down the line and reaches the Cadets.  
He sees young Cadets patching wounds, bloody faces...

WHARTON  
Dear God.

And around Wharton, grudging RESPECT from the grizzled vets.

CONFEDERATE SOLDIER #1  
I'll be damned.

CONFEDERATE SOLDIER #2  
If I didn't see it with my own  
eyes...

95 EXT. UNION COMMAND POSITION, BUSHONG HILL - DAY 95

Dupont now arrives, running back away from Manor Hill to the new position on Bushong Hill, IN A HURRY. Dismounts. The CANNON being hurriedly put into place.

DUPONT  
Nicely done. Get ready! He'll be coming across Bushong's farm. We'll give him an Ohio hello.

96 EXT. CONFEDERATE COMMAND POSITION, NEAR SHIRLEY'S HILL - DAY 96

Looking out at Manor's Hill and the Valley, including the farmhouse in the middle of the flat land.

97 EXT. CONFEDERATE POSITION - BOTTOM OF SHIRLEY'S HILL - DAY 97

Wharton passing Chinook and the Cadets...

WHARTON  
Follow me, but keep at least 300 yards back, well to the rear. Do you understand, Captain?

CHINOOK  
Yes, sir!

WHARTON  
VIRGINIANS, FORWARD!

A mass of assorted GRAY UNIFORMS surges forward and moves to the right, across the valley flatland. Behind Wharton's boys, in a separate group, the CADETS form up, but they must WAIT and WATCH. \*

98 OMITTED 98

99 OMITTED 99

100 EXT. UNION POSITION, BUSHONG HILL - DAY 100

In the flatland. While other Union forces FLEE, one group of Union soldiers STANDS FAST. Grim faces. Resolve. Unmoving as other retreating Union infantry RUN AROUND THEM.

Nearby, another Union group is WAITING, STANDING FAST. It is a battery of CANNON. The Union artillerymen stuff CANNISTERS down BARRELS.

UNION INFANTRY OFFICER  
FIRST AND SECOND RANKS, READ-DY...!

\*

The FRONT RANKS kneel down and level muskets. Coming out of the dirt and rain, an ANGRY LINE OF GRAY SOLDIERS...Over the heads of the first rank, the second rank also LEVELS MUSKETS.

\*

\*

UNION INFANTRY OFFICER (CONT'D)  
STEADY! WAIT FOR MY COMMAND!

Union soldiers stand like rocks, even as bloody comrades from other Union units FLOW around them in CONFUSION...

DUPONT  
God bless those Pennsylvania boys!  
Holding fast.

\*

101 EXT. BATTLEFIELD BELOW SHIRLEY'S HILL - DAY 101

With the Rebel infantry, advancing in the steady RAIN, pushing forward, full of spirit and momentum, now almost FACE TO FACE with the Union line...

102 EXT. UNION POSITION, BUSHONG HILL - DAY 102

The Union Officer DROPS his sword.

UNION INFANTRY OFFICER  
FIRE!

Muskets FIRE OUT, throwing a RAIN of bullets at the looming attack. The Confederate attack is momentarily STUNNED.

DUPONT  
FIRE!

Union CANNONS FIRE OUT, throwing merciless fire, flame and metal forward into the mass of gray-clad soldiers. TEARING, EXPLODING a hole in the center of the Confederate front, THROWING BODIES BACKWARD like rag dolls.

103 OMITTED 103  
 104 OMITTED 104  
 105 EXT. CONFEDERATE COMMAND POSITION, NEAR SHIRLEY'S HILL - ~~DAY~~ 105

SEMPLE

They've torn a hole in the center  
 of our line.

BRECKINRIDGE

If you can see it, so can the  
 blues.

SEMPLE

Sir, we must send in the reserves  
 to restore the line!

For the first time, Breckinridge is FROZEN.

BRECKINRIDGE

I can't do that, Charlie.

SEMPLE

When the Union forces re-group and  
 counterattack, our line will divide  
 in two. The Union forces will pour  
 through the hole in the center.  
 Sir, you must send the Cadets.

Breckinridge staring at...

106 EXT. BATTLEFIELD BELOW SHIRLEY'S HILL - DAY 106

The 34th Massachusetts blues start across the field towards  
 the Confederate gap. TIDE TURNING, in favor of the Union. \*

107 EXT. CONFEDERATE COMMAND POSITION, NEAR SHIRLEY'S HILL - ~~DAY~~ 107

BRECKINRIDGE

(a murmur)

Put the boys in. And may God  
 forgive me.

SEMPLE sprints out with the order. Breckinridge TURNS AWAY.



108

EXT. BATTLEFIELD BELOW SHIRLEY'S HILL - DAY

108

Chinook has his sword drawn. The Cadets look forward; see and HEAR an INFERNO ahead. EYES HUGE. Directly in front, a FARM HOUSE and buildings.

CHINOOK  
BATTALION! FORWARD TO THE LINE!

The Cadets MOVE OUT in formation, in line. They SLOG over wet grass and soft dirt. Many STRUGGLE to maintain their footing.

JACK  
Stay close, John.

WISE  
Don't be scared, Jackie. I'm not going anywhere.

JACK  
Much obliged.

As they move forward, the Cadets see bleeding and torn Confederate soldiers RETREATING toward them. A cannon round EXPLODES into one of the Companies. Four young Cadets are TORN APART instantly. Nearby youngsters, including Sir Rat, are SPLATTERED with their blood and flesh. Wise turns Sir Rat's head forward and pushes him along.

\*

109

EXT. CONFEDERATE COMMAND POSITION, NEAR SHIRLEY'S HILL - ~~DAY~~

SEMPLE  
The Cadets are filling the gap!

110

EXT. BUSHONG HOUSE - DAY

110

Passing around the buildings, into a stand of trees, headed for a long fence line ahead. The flag SNAGS on a tree branch. Annoying! Garland PULLS at it to get it free...

- Wise and Sir Rat lead the young RATS forward.
- The Cadets pass a wounded Confederate soldier on his side, pathetic, pleading for help...
- Moses charges in front of Garland as a STRAY BULLET SLAMS into Garland, KNOCKING him to his knees.

There is a puzzled look in his eyes. He REACHES OUT...but Moses didn't see him fall.

-Two Cadets STOP to help him, but Garland WAVES them off, POINTS for them to continue to the front...

-The Cadets move forward, climb over more Confederate dead...

111 EXT. BUSHONG FENCE LINE - DAY

111

Up ahead, a staggered FENCE LINE, and beyond that, an open field and the Union line. RAIN comes down, HARDER now. Running for the fence line, EXPLOSIONS. Cadets are HIT.

WISE

DON'T STOP! GET TO THE FENCE!

Cadets finally reach the fence line. Many COLLAPSE against the pitiful protection of the wooden spars.

CHINOOK

FIRE AT WILL! FIRE AT WILL!

From behind the fence, Cadets level and DISCHARGE their heavy muskets. Chinook moves down the line, sees the Cadets spread out, hunkered down.

Union musket balls PEPPER the fence line, ZING overhead. All FLINCH and DUCK, hiding behind the fence, staying close to the ground. Here and there, a young rat is curled up in a fetal ball.

112 EXT. CONFEDERATE COMMAND POSITION, NEAR SHIRLEY'S HILL - DAY

DUPONT

KEEP FIRING! KEEP FIRING!

113 EXT. BUSHONG FENCE LINE - DAY

113

Bullets FLY overhead. Cannon balls EXPLODE and THROW UP dirt, some of which lands on the pinned-down Cadets. The Cadets hunker down behind the fence, waiting to die. Sam RUBS his good luck ribbon from Libby. Wise runs along the fence, Sir Rat darting behind. They squat down by Jack and Sam, look out across the field, up at hill where Union guns fire down.

WISE

We can't stay here.

SAM

It's a stupid way to die. Must be something for us to do that's a little more useful.

Moses and Duck have arrived, seeing the pow-wow.

WISE

What do you say, boys? Shall we charge the guns?

SAM

Hey! That was my idea. I was just being subtle.

SIR RAT

Argue it out, sirs. It sure wasn't mine.

WISE

Oh, I think we need to settle this. No sense in dying if we can't sort out who takes the credit.

The boys are smiling. Every one.

WISE (CONT'D)

Fix bayonets!

Chinook arrives.

MOSES

Sir. Have you seen Garland? He was with me. Then...

Chinook shakes his head.

JACK

Sir, the Battalion is ready to attack.

CHINOOK

We... don't have further orders...

WISE

I don't expect we will receive any, Sir. The Cadets are ready. I think we should attack and take those guns.

Chinook, shaken, thinks about it.

WISE (CONT'D)  
 (gently)  
 It's time, sir. Give the order.

As he hesitates...

SAM  
 FIX BAYONETS!

JACK  
 FIX BAYONETS!

And all down the line, cadets young and old make ready.  
 Chinook looks to our boys. So proud of them.

CHINOOK  
 BATTALION! CHARGE!

114 EXT. FIELD OF LOST SHOES - DAY

114

With a ROAR of young voices, the entire Battalion of Cadets, the Virginia Military Institute, wounded, survivors and all those able to fight, Upperclassmen, Rats... ...RISE UP, CLIMB over the fence, then CHARGE FORWARD in line, bayonets fixed. \*

115 EXT. CONFEDERATE COMMAND POSITION, NEAR SHIRLEY'S HILL - DAY

SEMPLE  
 Our line is moving forward. The  
 Cadets are leading the way!

Breckinridge nearly overcome with pride and emotion. And too low for anyone but us to hear...

BRECKINRIDGE  
 Get 'em, boys.

116 EXT. FIELD OF LOST SHOES - DAY

116

Out in front: Our six slogging forward as best they can. The field is plowed, muddy, wet. Shoes are SUCKED off many of the Cadets' feet. The Cadets SLAM into a shocked Union line. VIOLENT, HAND-TO-HAND BATTLE. Union forces CUT AND RUN. A bullet TEARS into Sam's LOWER LEG. Sam FLINCHES in pain, but CONTINUES doggedly forward. \*

\*

Jack charges forward to the guns, John Wise right next to him. Jack sees the muskets leveled at them and SHOVES Wise out of the way, only to be SLAMMED INTO BY A TORRENT OF MUSKET ROUNDS meant for Wise. Duck watches in horror, then ... ..SURGES forward SCREAMING, he KILLS a Union rifleman with his bayonet, then PULLS a sword and FIGHTS with a Union officer, RUNNING the Union officer THROUGH with the blade in his frenzy. Wise sees JACK RIPPED by gunfire.

WISE

Jack!!

Wise rushes to him, kneels by Jack, mortally wounded. Jack chokes back blood. Knows the end is near.

JACK

When you're running Virginia,  
Johnny. And you're thinking of  
turning everything upside down...

He smiles.

JACK (CONT'D)

Don't do anything I wouldn't do.

WISE

Don't leave me, Jack.

JACK

Hey. Can't carry you forever,  
Johnny. It's up to you now.

WISE

Don't leave me, Jack!

A SHELL EXPLODES and sends Wise THROUGH AIR to land... in a tangled heap, knocked out cold. Union artillery gunners hurriedly RETREAT, pulling whatever guns can be lashed to horses in time.

The CADETS TAKE THE HILL and CAPTURE one of the Union cannon.

117 EXT. CONFEDERATE COMMAND POSITION, NEAR SHIRLEY'S HILL - DAY

SEMPLE

My god, sir. The Cadets have taken  
Bushong Hill. Union forces are in  
full retreat.

BRECKINRIDGE

Must be an illusion, Charlie. Their  
General told them not to fight.

There are tears in the General's eyes.

BRECKINRIDGE (CONT'D)

They are good boys. They would  
never disobey an order.

118 EXT. FIELD OF LOST SHOES - DAY

118

Bodies are spread about. Cadets stand by the Union guns,  
exhausted, almost dazed with fatigue. Most are shoeless. Four  
of our group remain, looking. \*

\*

SAM

Where's Jack?

DUCK

Dead. Torn to pieces in the final  
charge.

That hits them all. No ambiguity in this. One of their  
brothers is gone for certain. After a while...

MOSES

And Johnny?

SIR RAT

A shell exploded.

MOSES

I'll look for Garland. He may have  
been wounded when I was with him by  
the farmhouse.

Then he looks down at Sam's leg. His calf is torn up.

MOSES (CONT'D)

You shouldn't be walking on that.

Sam grins up at him.

SAM

Don't worry about me. I'm ready for  
another dance. Let's find our  
brothers.

\*

119 OMITTED

119 \*

120 OMITTED

120 \*

\*

121 EXT. CLINEDINST RESIDENCE - AFTERNOON

121

Doors open, out onto the porch: local WOMEN and GIRLS in a  
FLURRY of activity, gathering supplies, bandages. HORROR in  
the faces of the girls as they see, down the street, bloody,  
wounded Confederate soldiers STAGGERING, HOBBLING, desperate.

MRS. CLINEDINST

Bring them inside!

\*

122

EXT. FIELD OF LOST SHOES - AFTERNOON

122

Moses alone, barefooted, CLOMPS down the soggy hill, past bodies and parts of bodies, crossing the Field of Lost Shoes. Moses SEES SOMETHING, starts for it, walking faster in the MUD, slips, FALLS, gets back up. He reaches a CADET lying in the mud with a huge RED STAIN on his chest. Moses FALLS TO HIS KNEES beside his friend and takes the Cadet's hand. Garland's eyes flicker open. Tears trickle down Moses' face.

123

EXT. FIELD OF LOST SHOES - SAME MOMENT

123

Sam hobbles along with Sir Rat, looking in all directions through the carnage and devastation. Duck on his own, looking nearby. Suddenly, Sam POINTS... ..leaning on Sir Rat, Sam makes his way to a crumpled figure. He FALLS to earth at Wise's side. Gently rolls him onto his back. Puts two fingers to Wise's throat, breathes in with relief...

Wise's eyes... ..OPEN. Dazed, uncomprehending.

SAM

There you go. Johnny. Can you hear me?

No answer. Just that confused, questioning look.

SAM (CONT'D)

We won the battle, Johnny. (smiles)  
They're going to call us heroes  
now, you know.

\*  
\*  
\*

Wise's lips part. No sound emerges.

SAM (CONT'D)

I figure you'll be a Senator right off. One day you'll even push the President out of his office.

\*  
\*  
\*  
\*



SAM (CONT'D)

Will you save a room at the mansion  
for me, Johnny? Libby and I and the  
kids will come visit. Play under  
your desk...

\*  
\*  
\*

Wise's eyes moving over his face.

SAM (CONT'D)

I mean, all of us. So get a big  
desk.

General Breckinridge and Major Semple ride up. Tears well up  
in his eyes as he dismounts. He looks at Wise. A slow  
smile.

\*  
\*  
\*

BRECKINRIDGE

What made you do it?

\*  
\*

WISE

It wasn't about me, sir.

\*  
\*

BRECKINRIDGE

But it was.

\*  
\*

A shake of his head.

\*

BRECKINRIDGE (CONT'D)

With all your future ahead of you.  
How did you decide what to do?

\*  
\*  
\*

WISE

My father says the best thing about  
doing what is right is that it  
requires no thought. No thought at  
all.

\*  
\*  
\*  
\*  
\*

He smiles.

\*

WISE (CONT'D)

The thinking is what talks you out  
of it.

\*  
\*  
\*

The smile is returned.

\*

BRECKINRIDGE

Then thank you. For not thinking.

\*  
\*

General Breckinridge rises up, turns to address the boys.

\*

BRECKINRIDGE (CONT'D)  
Young gentlemen!

The boys STRAIGHTEN UP, YOUNG FACES look toward the impressive General.

Breckinridge takes off his hat.

BRECKINRIDGE (CONT'D)  
I thank you for the results of today's operations. Well done, Virginias! Well done, men!

Breckinridge gets back on his horse, followed by Semple. Tears in his eyes, he waves his hat in a final salute.

DUCK  
Did you hear that? He called us men!

Breckinridge and Semple pull away.

124 OMITTED

\*

125 INT. CLINEDINST RESIDENCE - DAY

124

125

Sam HOBBLER in, held up by Duck and Moses. Pale from loss of blood. The entryway is filled with people, young girls, cadets, coming and going. Mrs. Clinedinst looks down at Sam's wound. She is SHAKEN.

MRS. CLINEDINST  
(to the Girls)  
Oh my god. Take this young man to the back bedroom. Clean that wound.

SAM  
Could I speak with Libby? Just for a minute.

MRS. CLINEDINST  
Oh, son. Lib's not here. She is in the field with the older girls.

The GIRL from the dance observes. Nods. Leaves.

MRS. CLINEDINST (CONT'D)  
Please, take care of that wound...

126 EXT. FIELD OF LOST SHOES - SUNSET

126

GIRLS with lanterns accompanying DOCTORS and ORDERLIES on their mercy rounds. Libby is among them. The GIRL we met earlier at the dance gets off a horse, approaches Libby.

GIRL

He's at the house. That boy. He's wounded, but he asked for you.

Through the exhaustion, Libby beams.

127 OMITTED

127

128 INT. CLINEDINST RESIDENCE BEDROOM - DAY

128

Garland lies in bed, rolled onto his side. A Doctor looks over a Nurse who works to change the bandages on Garland's back. Moses holds his friend's hand. Garland's eyes ROLL BACK. Mrs. Clinedinst takes the Doctor out the door.

\*

129 INT. CLINEDINST RESIDENCE HALLWAY - DAY

129

MRS. CLINEDINST

Will he survive?

DOCTOR

The bullet went through his chest and lodged in his back. Is this your son?

MRS. CLINEDINST

These are all my sons.

Long pause. Moses interrupts.

\*

MOSES

Ma'am? Ma'am?

Mrs. Clinedinst turns.

MRS. CLINEDINST

Yes, dear.

\*

MOSES

Do you have a New Testament?

Mrs. Clinedinst opens a drawer, pulls out a BIBLE, hands it to Ezekiel, hesitates. \*

MRS. CLINEDINST  
This is a Christian Bible. I  
understand that you are... Jewish?

MOSES  
I'm a Jew. This is for my friend.  
He requested it and I do not  
believe my faith would object.

130 EXT. CLINEDINST RESIDENCE - DUSK

130

Sam looks out toward the field. He STUMBLES, favoring his  
torn leg. Pain WASHES over him. He PASSES OUT. \*

\*  
\*

131 INT. CLINEDINST RESIDENCE BEDROOM - NIGHT

131

Garland lies unconscious in bed. Moses reads to Garland.

MOSES  
"Let not your heart be troubled.  
Ye believe in God, believe also in  
me. In my Father's house are many  
mansions. I go to prepare a place  
for you."

Mrs. Clinedinst comes in with a new candle, places it beside  
Garland, and smooths the pillow by Garland's head. She exits.

GARLAND  
Please, light the candle. It's so  
dark!

Moses is in TEARS. Moses leans forward and lays his head on  
his friend's shoulder.

132 OMITTED

132 \*

A132 EXT. FIELD OF LOST SHOES - AFTERNOON

A132 \*

Breckinridge and Semple are now alone, surveying the battlefield.

\*  
\*

SEMPL

A great victory, General.

\*  
\*

BRECKINRIDGE

Perhaps. But remember. They can afford to bleed more than we can. (beat) I'm afraid the butcher has only just begun his work.

\*  
\*  
\*  
\*  
\*

133 EXT. WHITE HOUSE ROOM - NIGHT (ESTABLISHING)

133

A133 INT. WHITE HOUSE SITTING ROOM - NIGHT

A133

Lincoln stands stiffly, hands behind his back, waiting. The door opens. Lincoln is handed a dispatch. He opens it. Finished reading, his hands drop down in resignation.

134 EXT. GRANT'S MILITARY FIELD HEADQUARTERS - NIGHT

134

Grant takes out a cigar. He TEARS off the tip of the cigar, SPITS it out...

GRANT

My, my, my. Well, find me a man who knows how to set a fire. Next time we go into that godforsaken valley...

STRIKES a match.

GRANT (CONT'D)

We burn it to cinders.

135 INT. CLINEDINST RESIDENCE BEDROOM - NIGHT

135

Libby arrives, excited. She is met by her mother, somber.

She leads Libby into a room with a single bed. In the bed is a body with a white sheet pulled up over its face and head. She does not cry. Somehow, the moment is too terrible for simple tears. Libby lets go of her mother's hand and gently pulls the sheet back to reveal Sam's face. She stares for the a long moment, everything in her heart now reflected in her face. She leans in and kisses him.

LIBBY

I don't understand. We were going  
to spend our lives. Together.

In her hand is the button Sam gave her.

136

EXT. FIELD OF LOST SHOES - DAY

136

A dazed and confused Sir Rat stumbles across the abandoned  
battlefield, busy, manic, SEARCHING.

Nearby is Old Judge, eyes scanning the battlefield. He looks down a shoe, stuck in the mud. Tears well up in his eyes.

Young Sir Rat struggles, pulls a lost Cadet SHOE from the mud. He gently and carefully WIPES mud from the leather upper and the sole. Lays it gently next to many others. \*

Old Judge puts his arm around Sir Rat, and the two embrace in shared grief.

A136 FADE SLOWLY TO BLACK, AND THEN FADE BACK IN ON... A136

The THREE GRAVES we once viewed from a distance. Today we can read the names of JACK STANARD. GARLAND JEFFERSON. SAMUEL ATWILL. TILT up now to...

137 EXT. MODERN VMI CADETS MARCHING IN FORMATION - DAY 137

Full DRESS PARADE. Impressive. Drums and fifes. Flags. A colorful, precise spectacle.

SUPER TITLE: The legacy of the Cadets who fought and died at New Market is remembered whenever the Cadets of VMI march in Full Dress Review on the Parade Ground.

CLOSE on YOUNG FACES of today's young Cadets, young men and women from all races and ethnic backgrounds.

SUPER TITLE: And the ghosts of those long past look on.

FADE TO BLACK

138 SEQUENCE ONTO THE BLACK SCREEN AS MUSIC CONTINUES: 138

Grant appointed a new General to return to the Shenandoah Valley. Later that Summer, the Virginia Military Institute was burned to the ground.

By 1867 the Institute was rebuilt. In 1914 the United States Government reimbursed VMI for damages it had sustained during the Civil War. The enabling legislation was introduced by U.S. Congressman John Wise of Virginia and supported by Senator Henry Dupont of Delaware, former adversaries at New Market.

The slave auction house, known as "Lumpkin's Jail," was converted to a school for freed slaves by former slave Mary Lumpkin, who inherited the property after Robert Lumpkin died. It became the original site of the Richmond Theological Institute, today's Virginia Union University.

"Old Judge" was freed, but he chose to remain at the Virginia Military Institute, where he continued to run the bakery and talk to Cadets until his retirement after 30 years of service. He was never charged by the Commonwealth for the loaves of bread he gave away.

Cadet Moses Ezekiel went on to become an internationally famous artist and sculptor. His sculpture "Virginia Mourning Her Dead" watches over the graves of his fellow cadets at VMI. His statue to the Confederate dead stands at Arlington National Cemetery, Robert E. Lee's ancestral home seized by the North during the war.

Following rebuilding and restoration, the Virginia Military Institute returned to its appointed mission of educating leaders for the Commonwealth and for the nation, including General George C. Marshall, author of the Marshall Plan and Nobel Peace Prize recipient.

\*  
\*  
\*

ROLL END CREDITS